

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MEDICI CLASSICS PRODUCTIONS LLC,

Plaintiff

-against-

MEDICI GROUP LLC, MEDICI ARTS
LLC, EUROARTS MEDIEN GmbH,
EUROARTS MUSIC INTERNATIONAL
GmbH, MEDICI ARTS LIMITED U.K.,
IDEALE AUDIENCE GROUP, S.A.,
ROBERT T. WALSTON, THOMAS BAER
and JOHN DOES Nos. 1 to 10.

Defendants.

07 Civ. 9938 (RJH)
ECF Case

**DECLARATION OF
JOSEPH PAINTON**

**DECLARATION OF
J. JOSEPH BANTON**

x

J. JOSEPH BANTON, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am a member of the Bar of this Court and the law firm of Bainton McCarthy LLC, attorneys for Plaintiff Medici Classics Productions LLC (“Medici”). I submit this declaration in opposition to the motion of Defendants Medici Group LLC and Robert T. Walston to dismiss this action upon the ground that this Court lacks jurisdiction over their persons.

2. Attached hereto as Exhibit A is a copy of the transcript of the deposition of Mr. Walston that was conducted on May 21, 2008 (the "Transcript").

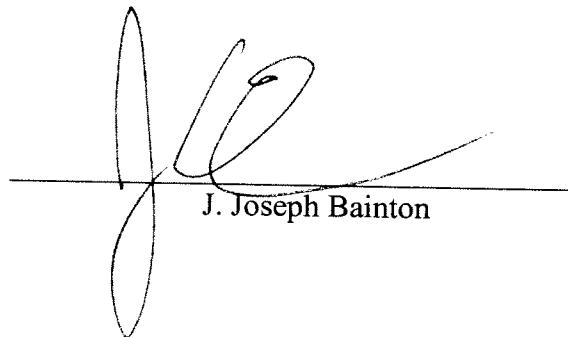
3. Attached hereto as Exhibit B is a stipulation of the moving parties and Medici relating to the topic of purchases of certain products by New York residents (the "Stipulation").

4. Attached hereto as Exhibit C, arranged in ascending numerical order, are copies of the Exhibits to which reference is made in either the Transcript, the Stipulation, the accompanying declaration of Jerome Rose or in the balance of this declaration. They have been submitted collectively arranged in ascending numerical order simply for ease of the Court's reference. (The "Courtesy Copies" of these exhibits being delivered to Chambers pursuant to the Court's Individual Rules have numbered exhibit tabs for the Court's further convenience.) Some of these exhibits are images of the shrink-wrapped packaging of recordings to make them amenable to filing by ECF. These images are less than ideal. The original physical exhibits will be brought to the hearing on this matter and have already been inspected by counsel for the moving parties.

5. Exhibits 41, 42 and 43 (included as part of Exhibit C) are exemplars of advertising materials used by Medici in the ordinary course of its business. Copies of these exhibits have previously been provided to counsel for the moving parties.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 2, 2008.

A handwritten signature in black ink, appearing to read "J. Joseph Bainton", is written over a horizontal line. The signature is fluid and cursive, with a large, stylized initial 'J' on the left and a smaller 'o' and 's' following it.

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK
Case No. 1:07-cv-9938

MEDICI CLASSICS PRODUCTIONS LLC,

Plaintiff,

- against -

MEDICI GROUP LLC, et al.,

Defendants.

May 21, 2008

10:10 a.m.

Deposition of ROBERT T.

WALSTON, taken by the Plaintiff, held at the office of Kornstein Veisz Wexler & Pollard, LLP, 757 Third Avenue, New York, New York, before Joseph Ravenell, a Court Reporter and Notary Public of the State of New York.

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A P P E A R A N C E S :

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BY: DANIEL JOSEPH KORNSTEIN, ESQ.

DANIEL JAMES SPARACO, ESQ.

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1
2 S T I P U L A T I O N S
3

4 IT IS HEREBY STIPULATED AND
5 AGREED by and between the Attorneys for
6 the respective parties hereto that filing
7 and sealing be and the same are hereby
8 waived.

9 IT IS FURTHER STIPULATED AND
10 AGREED that all objections except as to
11 the form of the question, shall be
12 reserved to the time of the trial.

13 IT IS FURTHER STIPULATED AND
14 AGREED that the within examination may be
15 signed and sworn to before any notary
16 public with the same force and effect as
17 though signed and sworn to before this
18 Court.

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1
2 R O B E R T T. W A L S T O N , having
3 first been duly sworn by a Notary Public
4 of the State of New York, was examined and
5 testified as follows:

6 EXAMINATION BY

7 M R . B A I N T O N :

8 Q. Good morning, sir. Have you
9 ever been deposed before?

10 A. Actually in an official hearing,
11 no. But litigation many, many years ago,
12 I was involved in a similar process.

13 Q. Would it be reasonable for me to
14 assume that you have a general
15 understanding of what we are going to do?

16 A. Yes.

17 Q. Do you have a practice of
18 carrying one or more business cards?

19 A. Not usually.

20 Q. Do you have business cards?

21 A. Not with me.

22 Q. Do you have them period?

23 A. I have business cards, usually
24 directed to a particular purpose or event
25 or reason that I need to hand them out. I

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1 found in my role I don't really need to
 2 carry business cards.

3 MR. KORNSTEIN: I had meant to
 4 say this before we started. We don't have
 5 a confidentiality stip obviously yet.
 6 What I would like to do is after the
 7 deposition prepare a stip in order to send
 8 to you, because both of us may want to
 9 designate portions of the transcripts as
 10 confidential. So Mr. Walston obviously
 11 will answer all of the appropriate
 12 questions. But I would ask until we sign
 13 the confidentiality stip, which should
 14 only take a few days to do, the transcript
 15 probably will not be available
 16 immediately, in any event, that we treat
 17 it as if it's confidential.

18 MR. BAINTON: I'm happy to agree
 19 to that. I'm sure we will work out the
 20 details. I assume you are aware the Court
 21 entered an order last night. I intend to
 22 use portions of this transcript in
 23 connection with filing those papers. We
 24 will work that all out. That's fine with

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letter.

3 Q. When was the first -- let's turn
 4 those two pages aside. They are not Bates
 5 numbered. But can we agree that the last
 6 I believe three pages of Exhibit 33,
 7 Plaintiff's Exhibit 33 for identification,
 8 consist of an organizational chart?

9 A. Yes.

10 Q. Would you turn to the last page
 11 of this exhibit, which is marked page 3 of
 12 3. Actually let me withdraw that question
 13 and ask this: When is the first time you
 14 saw this three-page organizational chart?

15 A. I don't recall.

16 Q. When is the last time you saw it
 17 before this morning?

18 A. I don't recall.

19 Q. Do you recall at any point in
 20 time attempting to make any determination
 21 as to whether the information set forth in
 22 this chart was accurate as of 2008?

23 A. I had a verbal discussion about
 24 the ownership structure of the business I
 25 recall with Dan.

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3 MR. KORNSTEIN: Thank you.

4 Q. Lawyer stuff. In contemplation
 5 of testifying this morning, sir, did you
 6 look at anything?

7 A. No.

8 Q. Did you do anything to prepare
 9 for the testimony you are going to give?

10 A. I had a brief conversation with
 11 counsel. That's it.

12 Q. I have premarked, just to save
 13 your valuable time, some exhibits. There
 14 is no particular significance to the
 15 number. So they are going to be
 16 completely out of order. I just wanted to
 17 point that out to you. I'm going to begin
 18 by showing you what I have previously
 19 marked as Plaintiff's Exhibit 33 for
 20 identification. And my first question is,
 21 have you seen it or any part of it
 22 previously?

23 (Witness reviews document.)

24 A. I've seen the organizational
 25 charts. But I don't recall seeing Dan's

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7 1 Q. Now I'd like to focus on the
 2 third page which you have in front of you.
 3 Am I correct that Medici Group, LLC was
 4 formed in or about August of 2004?

5 A. That's correct.

6 Q. And am I correct that Medici
 7 Arts, LLC was formed in or about October
 8 of 2006?

9 A. I'm not certain. But I think
 10 it's accurate that it was formed
 11 subsequent to formation of Medici Group.

12 Q. Okay. Let me see if I can
 13 refresh your recollection. Let me show
 14 you what has been marked as Plaintiff's
 15 Exhibit 37 for identification. I ask you
 16 to take a look at it and see if that
 17 refreshes your recollection as to the date
 18 on which Medici Arts, LLC was formed.

19 (Witness reviews document.)

20 Q. Does that refresh your memory?

21 A. Yes.

22 Q. Am I correct that Medici Arts,
 23 LLC was organized under the laws of the
 24 State of Delaware?

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1 A. Yes.

2 Q. And we are correct about the
3 month of October 2006?

4 A. According to that document, yes.

5 Q. Does that refresh your memory?

6 A. It was on or about that time
7 period.8 Q. Okay. Now, let's turn back to
9 page 2 of the organizational chart, which
10 would be the next to the last page of
11 Mr. Kornstein's letter. The top of this
12 chart, of course, again is Medici Group,
13 LLC. Mosaic Digital Studios is the first
14 company under it. Do you see that, sir?

15 A. Yes.

16 Q. Am I correct that that was
17 formed in September of 2006, roughly a
18 month after the formation of Medici Group,
19 LLC?

20 A. It was about the same time, yes.

21 Q. When Medici Group, LLC was
22 formed, who were its members?23 A. I was the sole member and
24 manager.

25

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11 ROBERT T. WALSTON

1 business?

2 A. No.

3 Q. Does Medici Arts, LLC have a
4 place of business?

5 A. Yes.

6 Q. Where is it?

7 A. Los Angeles.

8 Q. Does it have any other place of
9 business?

10 A. No.

11 Q. If you would, kind of keep
12 Exhibit 33 handy, because we will be
13 coming back to it for reasons that may or
14 may not be obvious to you.15 I'm going to show you what I've
16 marked for identification as Plaintiff's
17 Exhibit 22. My first question is, have
18 you ever seen it before? Take your time
19 to read this. I don't mean to rush you.

20 (Witness reviews document.)

21 A. Yes, I've seen it before.

22 Q. When was the first time you saw
23 it?

24 A. On or about the date it was

25

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12 ROBERT T. WALSTON

1 Q. Originally were there any other
2 members?3 A. When it was formed, I was the
4 sole member.5 Q. Who are the members of Medici
6 Group, LLC today?7 A. I'm a member and the managing
8 member. Michael Steinhardt, Mark Rich,
9 Peter Foreman, Brad Dyer, Roger Brown, and
10 Robert Fulk.11 Q. I didn't hear the last name,
12 sir.13 A. Robert Fulk. F-u-l-k, I
14 believe.15 Q. Can you tell me the first
16 gentlemen's last name?17 A. Michael Steinhardt.
18 S-t-e-i-n-h-a-r-d-t.19 Q. Does Medici Group, LLC have a
20 place of business?

21 A. Yes.

22 Q. Where is it?

23 A. Los Angeles.

24 Q. Does it have any other place of

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1 issued.

2 Q. The document refers generally to
3 an acquisition of Independent Television
4 Facilities Centre Ltd. by Elektrofilm
5 Ltd., "a wholly owned subsidiary of Medici
6 Group, LLC." Are you familiar with the
7 transaction to which reference is made in
8 this document?

9 A. Yes.

10 Q. Were you involved in that
11 transaction, sir?

12 A. Involved in what way?

13 Q. In any way.

14 A. I was involved, yes.

15 Q. How were you involved?

16 A. I was involved in approving the
17 transaction and involved in securing the
18 funding and financing for it.19 Q. Were you involved in negotiating
20 the terms of the transaction?21 A. Indirectly as it related to the
22 capital raising to facilitate closing.23 Q. Do you know if this document was
24 ever, this document being Plaintiff's

25

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Exhibit 22, was ever issued as a press release?

A. I believe it was.

Q. Do you know who the author of this document is?

A. No.

Q. Do you know if before this document was issued to the general public it was reviewed by counsel for Elektrofilm or any other company in which Medici Group, LLC had an interest?

A. I don't know.

Q. Did you review it before it was disseminated to the general public?

A. I believe I reviewed my quotes. As for other comments in the document, I don't recall reviewing them.

Q. Who else, if anyone, with any affiliation, direct or indirect, to Medici Group, LLC to your knowledge reviewed this document before it was disseminated to the general public?

A. I can only speculate who on our side of the team.

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It's if you know.

A. I don't recall a specific person.

Q. Can you recall the members of your team who worked on this transaction?

A. The principal party was Josephine Navarro.

Q. Anyone else?

A. She was the primary contact, primary person from our company working on the deal.

Q. Could you turn to the next --

A. She is listed here.

Q. Could you turn to the next to the last page of this exhibit. A little lower than the bottom half, there is a section that's underscored that says "About Medici Group, LLC." Do you see that?

A. Yes.

Q. Do you remember reviewing this before it was disseminated to the general public?

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15 ROBERT T. WALSTON

A. No.

Q. No, you don't remember?

A. I don't recall reviewing it.

Q. Is the first statement of this document, "Medici Group is the holding company for Medici Arts and Mosaic" -- withdrawn. Let me start again.

As of August of 2007, is the statement "Medici Group is the holding company for Medici Arts and Medici Digital Studios" accurate, to the best of your knowledge?

MR. KORNSTEIN: Mosaic.

Q. I apologize. Let me start again. I misread.

As of the time of this press release, August 2, 2007, was the statement "Medici Group is the holding company for Medici Arts and Mosaic Digital Studios" accurate?

A. Yes.

Q. Turning to the next sentence, is "Medici Arts, with offices in London, Paris, Berlin, Leipzig, Los Angeles and

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New York is the premier owner, producer, and distributor of classic music and arts audiovisual programming for broadcast television, home video and emerging digital distribution formats" accurate?

A. Technically, no. This was a very broad simplification of the organizational structure, as you can see in Exhibit 33.

Q. Technically, no how?

A. Medici Arts, if you are referring to Medici Arts, LLC, only has an office in Los Angeles, where I reside.

Q. I apologize for interrupting. I may do that. And I mean no disrespect. Go ahead.

A. Any time.

Q. No, I didn't mean to. Finish your answer. I tend to do this. And it's really impolite. I apologize.

A. Medici Arts, again, did not refer to a specific entity. I think this comment, this is certainly intended to describe the company generally, without

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1 laying out the specifics of the
2 organizational structure.

3 But Medici Arts, LLC or Medici
4 Arts, B.V. do not have offices in these
5 locations. Subsidiaries owned by those
6 companies do.

7 Q. When you just used the phrase
8 "the company generally," what did you
9 mean?

10 A. That this was -- the intent of
11 this was to describe the company generally
12 without a lengthy paragraph as to the
13 specifics of the organizational structure.

14 Q. What is --

15 A. So, for example, New York.
16 There is no office in New York. We have
17 an occasional consultant in New York who
18 resides in New York. And there is nothing
19 further from that. There is no
20 operations. There is no office. There is
21 no business conducted. There is a
22 consultant who sits in his own office in
23 New York. That's the extent.

24 Q. Is the reference in the sentence

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2 of Exhibit 22 that I read a moment ago to
3 a New York office a reference to
4 Mr. Baer's office here in New York?

5 A. Yes.

6 Q. And Mr. Baer is "a consultant"?
7 A. A consultant, yes.

8 Q. Has he ever been held out by any
9 member of the Medici Group family of
10 companies, I'll use that to embrace all of
11 them, as anything other than a consultant?

12 A. He is, in his consulting role
13 for the company, responsible for the
14 acquisition of relationships that are
15 important to the company. So, for
16 example, Tom works on a relationship with
17 the L.A. Philharmonic. He works on a
18 relationship with Lincoln Center. He
19 works on a relationship with the New York
20 Philharmonic.

21 So in this relationship
22 management and acquisition role, Tom found
23 it useful to attach himself to the title
24 of vice chairman. But there is no -- it's
25 a ceremonial title, an honorary title.

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1 ROBERT T. WALSTON

19

20

2 There is no vice chairman role in the
3 company. We are LLCs. And there is no
4 corporate structure that has a -- giving
5 him responsibilities in any governance
6 role with that title. So he has used that
7 title, and I think effectively, with the
8 relationships that he is responsible for.

9 Q. What is your title with the
10 company, as you defined it?

11 A. A managing member. But people
12 generally don't understand what a managing
13 member is. They don't relate that term to
14 "What is your job?" So we use sometimes
15 the more familiar terms, like chief
16 executive. You will see on the
17 organizational chart sometimes I'm
18 referred to as chief executive. But I'm
19 the managing member of Medici Group, LLC.

20 Q. If you look at the first
21 paragraph of the first page of Exhibit 22,
22 you will see a reference to, the end of
23 the first sentence, "Medici Group, LLC,
24 led by Chief Executive Robert T. Walston."

25 Do you see that?

ROBERT T. WALSTON

A. Yes.

Q. I take it you approved for
dissemination to the general public the
reference to you as chief executive of
Medici Group, LLC?

A. I can't say that I approved this
specific instance of it. But we have used
chief executive and managing member
interchangeably in interaction with third
parties.

Q. Would it be fair to say that on
numerous occasions you have held yourself
out as the "CEO" or "chief executive" of
Medici Group, LLC?

A. Yes.

Q. Have you held yourself out from
time to time as the "chairman" of Medici
Group, LLC?

A. Yes.

Q. Let me show you Exhibit 31. The
first question is, have you seen it
before?

A. Yes.

Q. I'd like to direct your

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attention to the second page of this --
withdrawn.

When did you first see it?

A. I don't recall.

Q. Do you know if you saw it before
or after Mr. Kornstein sent it to me?

A. I don't recall.

Q. I'd like to ask you to look at
the second page where there is a numbered
paragraph numbered 2. In fairness to you,
I would ask you to read that paragraph
before I ask you questions about it.

(Witness reviews document.)

Q. That paragraph concludes with
the following statement: "Tom Baer is not
an employee of Medici Group, LLC or
EuroArts Music International nor is he an
employee of any other entity affiliated
with Medici Group, LLC."

Is, to the best of your
knowledge, that statement truthful?

A. Yes.

Q. Let me show you what has been
marked as Exhibit 34. I'll hand it to

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addressed in Mr. Kornstein's April 23
letter, Exhibit 33, but just for the
benefit of a judge who may have to read
some of this testimony, let's talk briefly
about Medici Arts, B.V., which I gather is
a Dutch company?

A. Yes.

Q. I understand that there is some
tax issue that you are trying to resolve.
But ultimately it's the contention of
Medici Group, LLC for Medici Arts, B.V. to
disappear from the chain of companies and
be replaced by Medici Arts, LLC. Have I
got that right or am I oversimplifying?

A. No. I think oversimplifying.
But did if you want to dive into it,
please do.

Q. Is it your expectation that a
year from now Medici Arts, B.V. will
exist?

A. Yes.

Q. For what purpose?

A. It is the vehicle through which
the U.S. LLC, Medici Arts, LLC would own

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you. Before I ask you to look at it, I
want to ask you a preliminary question or
two. Have you ever heard of a company
called Ideation Acquisition Corp.?

A. Yes.

Q. When did you first become
familiar with this entity?

A. Within the last year.

Q. How did you learn of it?

A. From Mr. Baer.

Q. Have you ever seen the Web site
from which I printed this exhibit?

A. I've never visited the Web site.

Q. There is a section on the Web
site which refers to Mr. Baer. And that
begins at the bottom of the second page
and continues to the top of the third
page. I'm going to ask you to read that
and then we will go through it sentence by
sentence to figure out what if any of it
you believe to be true. But it's fair to
ask you to read it first.

(Witness reviews document.)

Q. Before we start, and this is

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European assets.

Q. So it's your expectation that a
year from now, Medici Arts, LLC, the
Delaware LLC we talked about earlier
today --

A. Yes.

Q. -- will own 100 percent of
Medici Arts, B.V., the Netherlands
company?

A. Yes.

Q. And the Netherlands company --
if I'm doing this too broadly, stop me.
But I'm trying not to waste your time.
Medici Arts, B.V. owns a 100 percent
interest in European assets?

A. Yes. Sometimes not 100 percent.
But anything that we own in Europe is
owned through that entity.

Q. And that entity is going to be
owned ultimately, it's your expectation,
by Medici Arts, LLC?

A. That's correct.

Q. Can you give me the very short
explanation of what is holding the

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transaction up?

A. Sure. What we have done in the organization, in the organizational structure is clearly define the IT services company which Medici Groups own and the content production and distribution company that we call Medici Arts that Medici Group owns. In that process, we have had to move assets under different tax jurisdictions into one group or another. And the purpose behind that is to, again, clearly define the companies that operate within each group. There are two distinct groups that really do not have any overlap or any common business among each other or relationship to each other, other than through the ownership group at the top, Medici Group.

Q. Let me see if I can understand what --

A. You asked about the tax issue that we are trying to resolve?

Q. Exactly. I think I may have interrupted you again.

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A. So the tax issue has to do with the transfer of assets from one group to another to ensure the alignment of both holding companies.

But I want to be clear. Medici Group, LLC, Medici Arts, LLC and Medici Arts, B.V. are holding companies. They have no operations, no employees, no assets other than the ownership of the subsidiaries. So it's just a tax structure so that if we were to sell the business some day, that the tax attributes flow directly through to the members. That's the whole reason for LLCs. It's a tax-driven structure so you don't have double taxation. A corporation would capture the tax liability. An LLC passes it through. So we use that structure so we pay tax once.

Q. Let me show you Plaintiff's Exhibit 18 for identification, which is something I'm sure you have seen before. It's a performance of the New York Philharmonic.

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A. Actually this is the first time I have seen this.

Q. Really?

A. Okay.

Q. I know, because of the Internet, a little bit about your background. And you know a whole lot more about the music business than I do. So if I sound a little simple-minded, I apologize. But for a consumer to be able to enjoy that performance of the New York Philharmonic in his or her living room any place in the world, they would basically need, if I understand, three distinct things. First, you need an artist or in this case a bunch of artists to perform the music. Right so far?

A. Mm-hmm.

Q. Then you need somebody to record in some media, some form of media the performance of the artist. Right so far?

A. Yes.

Q. And then you need, after the technical people have captured through

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means that I don't begin to understand, the performance that if you are sitting there live watching the New York Philharmonic perform, you observe with your eyes and ears sitting there watching it. Then you need somebody to distribute or to get those -- is that a DVD?

A. This is a DVD.

Q. To people simple-minded like me to just go home and play it in their living room and enjoy it. Right so far?

A. Yes.

Q. Okay. Now, am I correct in understanding that no part of the Medici Group has got anything to do with the first piece, artists?

A. No.

Q. Is it fair to say that the Medici Group as a whole addresses the other two elements that are necessary for a consumer like me to be able to enjoy that DVD?

A. Not at all. We are just shareholders. We just own interest in the

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companies that we acquire. We hope they do well. We hope they execute their business plan. But we are not involved in their process of creating content or delivering content.

Q. What does Elektrofilm do?

A. Elektrofilm is a post production company.

Q. What does that mean?

A. It means we provide services to media and entertainment companies, technical services.

Q. Did any company owned directly or indirectly by Medici Group, LLC have anything to do with recording of the performance of the New York Philharmonic?

A. No. Please ask that again. I want to answer it accurately.

Q. Did any company in which the Medici Group, LLC has a direct or indirect interest have anything to do with recording the performance of the New York Philharmonic in North Korea?

A. This was produced by EuroArts

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Q. When you say the word "produced," what do you mean by that? I know it has real meaning to you, but I'm not sure it has meaning to me or the average person.

31

A. EuroArts Music International in Germany made an agreement with the New York Philharmonic and secured other resources like from the South Korean broadcaster, I can't recall the name of the broadcaster, essentially to put up the funding to pay for the camera crews and the rights from the New York Philharmonic, et cetera. And it was their staff and employees that went to Pyongyang to film the concert. And EuroArts Music International has the agreement with Naxos, for example, to distribute this asset. You can see the EuroArts acknowledgment here.

Q. There is also a Medici Arts trademark on there, isn't there?

A. There is. But I would say that any of these marks on the back, and there

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Music International. So that is a company 100 percent owned by EuroArts Medien GmbH, which is in turn owned by Medici Arts, B.V., which is in turn 100 percent owned by after the tax Medici Arts, LLC.

Q. I don't want to sound like a smart-aleck. But you know the old joke about if a tree falls in the forest and nobody is there to hear it, does it make a noise. If there wasn't somebody there from Elektrofilm in North Korea, that wonderful performance would have been lost for posterity, right?

A. Not Elektrofilm. Elektrofilm had nothing to do with it.

Q. Elektrofilm ultimately had something to do with it?

A. Nothing whatsoever. These two business groups have no relationship with each other.

Q. So no company owned directly -- I must have misunderstood.

A. EuroArts Music International based in Leipzig, Germany produced this.

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1 are 12, 13, none of that has to do with 2 any sales activity. What sells this DVD 3 is the New York Philharmonic, Lorin Maazel 4 in Pyongyang. That's the only relevant 5 thing to a consumer. None of this makes 6 any difference whatsoever.

7 Q. Now, after the folks from 8 EuroArts went to North Korea with the 9 camera crew and captured the performance, 10 what happened next that involved any 11 company owned directly or indirectly by 12 Medici Group, LLC after the camera crew 13 has the stuff I think in the can? That 14 used to be the phrase.

15 A. They captured the program. And 16 then EuroArts Music International has the 17 responsibility to finish the program.

18 Q. Tell the uninitiated what that 19 means. When you say "finish," what do you 20 mean?

21 A. They have the responsibility to 22 edit it and to complete the program for 23 the DVD format.

24 The program was actually aired

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 2 or broadcast live in many places in the
 3 world. And they were also responsible to
 4 deliver that broadcast signal to
 5 television stations that had agreed to pay
 6 for the content. But that's all within
 7 EuroArts Music International. So nothing
 8 happens outside of EuroArts Music
 9 International on this project.

10 We have a similar company in
 11 Paris that produces other programs at a
 12 very similar process within the production
 13 company located in Paris.

14 The distribution operation is
 15 located in Berlin, also part of EuroArts
 16 Music International but a different
 17 office. And they would be responsible for
 18 selling the New York Philharmonic and the
 19 Pyongyang concert to other television
 20 broadcasters subsequent to the original
 21 live broadcast.

22 Q. What about the DVDs? From the
 23 point where you complete the editing
 24 process until the point where that
 25 consumer package is shrink-wrapped, what

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happens in between?

3 A. EuroArts Music International
 4 determines how many copies of this they
 5 want to make. And they will do a sales
 6 workout. So they will say I can sell
 7 2,000 of these or 5,000 or whatever it is.
 8 And then they will deliver that material
 9 to Naxos. Naxos is a global distributor
 10 of DVD and CD product. And what Naxos
 11 does for us is they actually deliver it to
 12 retail stores. They collect the money.
 13 And occasionally when they get around to
 14 it, they send it back to us.

15 Q. Tell me the exhibit number. I
 16 can't read upside down. What is the
 17 number?

18 A. Exhibit 18.

19 Q. When Naxos receives product, is
 20 it shrink-wrapped --

21 A. Did you buy this?

22 Q. Yes.

23 A. Terrific. Have you seen it?

24 Q. It's wonderful.

25 A. So we get at least one sale.

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1 That's good.

3 Q. Somebody told you that rap
 4 artists make more than classical
 5 musicians. You probably knew that.

6 A. Much more. It has something to
 7 do with talent, I'm sure.

8 Q. But more seriously, is it
 9 delivered to Naxos, ready for Naxos to
 10 essentially --

11 A. Yes.

12 Q. Okay. So who creates the DVD,
 13 puts it in the box, puts the pretty
 14 picture on the outside and shrink-wraps
 15 it? Who does all of that stuff?

16 A. EuroArts Music International is
 17 responsible for all of the content. I
 18 believe that they would send the actual
 19 master to a replicator. Replication is an
 20 outside company. I have no idea who we
 21 use in Europe. But the replicator would
 22 then make the 5,000 copies. The
 23 replicator would put it in -- would print
 24 the cover material. I don't know if there
 25 is an insert inside here.

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1 Q. There is. We will get to it.

3 A. So there probably is some
 4 material inside. All of that is organized
 5 by EuroArts Music International, delivered
 6 to the replicator who manufactures this
 7 piece and it gets sent out to the Naxos
 8 distributor.

9 Q. Let's go back, if we could, to
 10 Exhibit 34, the section about Mr. Baer.
 11 Because I wanted to interrupt because I
 12 wanted to clarify the B.V. thing and you
 13 have clarified. Thank you for that.

14 The first part of the section of
 15 Exhibit 34 that talks about Mr. Baer says,
 16 "Mr. Baer has served as a director of
 17 Medici Arts, B.V. or Medici, a Netherlands
 18 holding company, since its creation in
 19 September 2004." Is that a truthful
 20 statement?

21 A. This is sort of like Hillary
 22 Clinton claiming that she was under fire
 23 in the Balkans.

24 I don't know if Tom was
 25 appointed a director directly in September

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 2 '04. I think it probably happened a few
 3 months after.

4 What I do remember about the
 5 formation of the B.V. is that the B.V. in
 6 its governance requires directors from the
 7 Netherlands. So we have, I think, three
 8 independent directors resident in the
 9 Netherlands. And then we have Tom and I
 10 and another -- I think there are a total
 11 of -- I don't recall exactly. So anything
 12 I say I'm speculating.

13 Q. Mr. Kornstein doesn't want you
 14 to do that. Having a general recollection
 15 and approximating, that's okay. But don't
 16 speculate.

17 A. Let's approximate. I'll just
 18 tell you what the intent was. And details
 19 we can figure out later. There is a
 20 Netherlands group and then there is a
 21 group representing the company. I needed
 22 a director that I appointed to meet the
 23 governance requirement for the B.V. And I
 24 appointed Tom.

25 Q. If I understood you correctly,

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1 was the governance requirement as you
 2 understand it a requirement of Dutch law?

3 A. Dutch law.

4 Q. Is it consistent with your
 5 recollection that B.V. was formed in or
 6 about September of 2004?

7 A. Yes.

8 Q. Is it --

9 A. We needed it to hold the
 10 acquisition that we made of EuroArts.

11 Q. Assuming, plus or minus a period
 12 of time, that it was formed in September
 13 of 2004, was Mr. Baer from its formation
 14 one of its directors?

15 A. You said from its formation. I
 16 don't know if it happened upon formation
 17 or if Tom was appointed later. But on or
 18 about September '04 I think is accurate.

19 Q. Was he one of the first
 20 directors of B.V.? I understand your
 21 point is you are saying it may be formed
 22 on day one and maybe we didn't get all the
 23 directors appointed until a month later.
 24 I'm not trying to pin you down to that

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 2 level of precision. But by the time you
 3 got your fully constituted board of
 4 directors -- withdrawn. Let me see if I
 5 can ask a better question.

6 As of the time you had a fully
 7 constituted board of directors for B.V.,
 8 regardless of when the entity may have
 9 been formed, was he one of the initial
 10 directors once you had a fully constituted
 11 board?

12 A. Yes.

13 Q. Is he a director today?

14 A. Yes.

15 Q. Has he continuously served as a
 16 director?

17 A. Yes. But as you know in this
 18 particular tax structure, the B.V. has no
 19 operations. It is just a shareholder in
 20 the other European entities. So it really
 21 has no -- Tom has no function or
 22 responsibility as a director other than
 23 signing the annual tax filing to the
 24 Netherlands authorities. That's the
 25 extent of his involvement. Which is again

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1 why I say the resume should say "My duties
 2 as a director of Medici Arts, B.V. is
 3 putting my signature on the annual tax
 4 filing." That doesn't sound very
 5 impressive, but that's what it is.

6 Q. Is the statement that Mr. Baer
 7 has served as "the vice chairman of Medici
 8 Arts, LLC since January 2007" accurate?

9 A. Again, there is no such
 10 corporate office in an LLC. So Tom has
 11 not been granted any corporate job
 12 responsibility in the LLC whatsoever. He
 13 has no role, he has no governance role.
 14 There is no employee relationship. We
 15 just gave him a title to help him do his
 16 job in relationship building. That was
 17 it.

18 Q. Would it be accurate to say that
 19 since in or about January 2007, Mr. Baer
 20 has held himself out to the general public
 21 as a vice chairman of Medici Arts, LLC
 22 with your permission?

23 A. With the caveats that I have
 24 previously mentioned. In other words, Tom

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 2 can't sign documents for the company. He
 3 can't bind the company. He can't execute
 4 a written or oral contract. He has no
 5 role in that whatsoever.

6 So Tom certainly knows what his
 7 role is. And your question, I think, is
 8 giving him more authority than he has. He
 9 has no authority. He has been given a
 10 ceremonial title to help him sell things.

11 Q. When was he given that title?

12 A. I think it's reasonably accurate
 13 that in January of '07, he said, "This
 14 would be very helpful to me in
 15 relationship building for the company."
 16 So about that time.

17 Q. In addition to yourself, who, if
 18 anyone, was involved in the decision to
 19 permit Mr. Baer to use the title vice
 20 chairman?

21 A. Only me. In fact, the title
 22 vice chairman was specifically chosen
 23 because it did not represent any
 24 operational or managerial role in the
 25 company whatsoever.

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 2 Q. Is the statement "Medici, which
 3 is a defined term for Medici B.V." Do you
 4 see that? I don't want to mislead you. I
 5 just want to refer you back to the earlier
 6 sentence so that you understand.

7 Is "Medici and its subsidiaries
 8 own EuroArts Music International and
 9 Ideale Audience, companies that produce
 10 and acquire audiovisual content in the
 11 classical and popular music fields and
 12 distribute libraries of audiovisual
 13 content that it owns or licenses, and
 14 Elektrofilm, a media services company
 15 engaged by content owners and producers to
 16 perform post production, distribution,
 17 digital media and library services"
 18 truthful?

19 A. Okay. Let's break down the
 20 sentence. "Medici Arts, B.V. and its
 21 subsidiaries own EuroArts Music
 22 International and Ideale Audience." True.

23 "They are companies that produce
 24 and acquire audiovisual content and
 25 classical music." I would say popular

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 2 music. I don't know what he meant by
 3 that.

4 Q. So we should strike "popular"?

5 A. I would. Because I think
 6 it's --

7 Q. You are the witness. You get to
 8 strike whatever you want to. You are in
 9 charge. I just want to know what you know
 10 to be truthful.

11 A. We will say popular classical
 12 music. How is that?

13 Q. Okay.

14 A. "And distribute libraries of
 15 audiovisual content that it owns or
 16 licenses." Yes, that's true. That part
 17 is true.

18 Now we go to Elektrofilm.
 19 "Elektrofilm, a media services company."
 20 Yes.

21 "It's engaged by content owners
 22 and producers to perform post production
 23 services." I would add that if I were
 24 writing it.

25 "Distribution" I would strike,

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 2 because Elektrofilm is not a distribution
 3 company as we have just defined it.

4 Q. Okay.

5 A. We just defined distribution as
 6 Naxos. Right? Elektrofilm is not
 7 distribution. I think what that word is
 8 intended to mean in this context is that
 9 Elektrofilm will send upon request by the
 10 content owner a tape of a performance to a
 11 replicator for completion. That's the use
 12 of "distribution" in the context of what
 13 Elektrofilm does.

14 "Digital media and library
 15 services." Again, those are very broad
 16 words. I'm not sure I would use them if I
 17 had written this.

18 So the only thing I would say,
 19 Elektrofilm is a media services company
 20 and its client base are content owners.
 21 And it does post production work.

22 Q. Have you ever had any personal
 23 affiliation with Liberty Livewire?

24 A. Yes.

25 Q. Would you tell me what it is or

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1 was?

A. Liberty Livewire acquired -- Liberty Livewire was a subsidiary of Liberty Media Group. And Liberty Media acquired Four Media, the company I was chairman and CEO of. And after that acquisition, I worked for Liberty Livewire, first as president and then as chief executive officer.

So when this sentence says, "Mr. Baer served as a consultant to the chairman and chief executive officer of Liberty Livewire," that's true. But he did not serve as a consultant to me while I was at Liberty Livewire. He was serving in that capacity when I was the chairman and CEO of Four Media Company.

Q. Was he a consultant to you at Four Media?

A. Yes. When we initially founded the company, Tom was a director. That goes back to 1993. And in 1997, I believe he ceased to be a director. Or it could have been a year or two before that.

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3 Q. Were you ever chairman of

4 Liberty Livewire?

5 A. I was never chairman of the board of Liberty Livewire.

6 Q. To your knowledge, was Mr. Baer ever a consultant to the chairman of 7 Liberty Livewire?

8 A. He was -- no.

9 Q. Just out of idle curiosity, can 10 we give this chairman a name?

11 A. Chairman of Liberty Livewire?

12 Q. Yes.

13 A. His name was or is Bill Fitzgerald.

14 Q. After you sold the company, you founded Liberty Livewire and continued to 15 serve post acquisition, did Mr. Baer remain a consultant to you?

16 A. No. I think this refers to his previous role at Four Media.

17 Q. With you?

18 A. Yes.

19 Q. As a consultant to you?

20 A. Yes. I think it's just written

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1 badly.

Q. If I could, I'd like to circle back quickly to Naxos, because you said something that brought up another question. Can you think of Naxos in terms of worldwide distribution one-stop shopping? In other words, does Naxos take on a recording like Exhibit 18 and deal with distribution worldwide for you?

A. They will. But they are better in some territories and not as good in others. So it's not necessarily the case that the EuroArts Music International would use them in every territory of the world.

Q. Would it be typical to use them in several territories?

A. Certainly more than one, yes.

Q. Have you ever had any affiliation with Steinhardt Baer Pictures Company?

A. No.

Q. I'm going to show you Exhibit 22. But in fairness, because my technical

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skills are challenged, I want to explain to you --

MR. KORNSTEIN: That's 21. We already had 22.

MR. BAINTON: Absolutely 21. Thank you.

Q. This is a printout of a Web page. I couldn't get it all to print once. So you will see some strike-through. All I have done was strike through where I reproduced the same words. And I didn't render them illegible. I couldn't get my printer to print it in consecutive pages, so I had to move the mouse around. I downloaded it last night in contemplation of meeting you today.

Have you ever seen this before on a Web site?

A. I have never visited this Web site. But I am familiar with the company's recent launch of the Web site.

Q. Which company launched this Web site?

A. Ideals Audience.

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1 Q. Do you know if any marketing
 2 professionals were consulted in connection
 3 with the preparation of this Web site?

4 A. Don't know.

5 Q. Does one or more of the
 6 companies owned directly or indirectly by
 7 Medici Group, LLC have a common or overall
 8 marketing plan?

9 A. Say that again.

10 Q. Does one or more of the
 11 companies owned directly or indirectly by
 12 Medici Group, LLC have a common marketing
 13 plan?

14 A. I hope so.

15 Q. If you would look at the first
 16 sentence of Exhibit 21, it says in bold
 17 print "One name: Medici Arts." It goes
 18 on to say "One field of expertise, the
 19 independent production and distribution of
 20 audiovisual programs in the field of
 21 performing arts and documentaries."

22 Do you see that?

23 A. Yes.

24 Q. It goes on. "One self-imposed

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 2 standard." Skipping. "One belief." "One
 3 ambition." And so on.

4 About which company or companies
 5 in the Medici Group -- withdrawn.

6 About which company or companies
 7 owned directly or indirectly by Medici
 8 Group, LLC are these statements made?

9 A. EuroArts Music International,
 10 GmbH and Ideale Audience Group. I don't
 11 know what form. It could be an S.A.A. or
 12 S.A.S. I don't remember. But those two
 13 companies are the ones that are driving
 14 this activity.

15 Q. Which company or companies
 16 owned -- first of all. Withdrawn. Let me
 17 start again.

18 Do companies owned directly or
 19 indirectly by Medici Group, LLC own a
 20 catalog of approximately 1,500 hours of
 21 programs?

22 A. EuroArts Music International and
 23 Ideale Audience own the programs.

24 Q. Which companies owned directly
 25 or indirectly by Medici Group, LLC are

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51 involved in any way in the production of
 2 approximately 50 new films annually?

4 A. EuroArts Music International and
 5 Ideale Audience. In France we own 35
 6 percent of the production company, and 65
 7 percent is held by the founder Pierre
 8 Olivier Bardet. Those are the entities
 9 that are driving the DVD release schedule.

10 Q. Which companies owned directly
 11 or indirectly by Medici Group, LLC publish
 12 the distribute the works of the great
 13 masters of documentary films? Same two?

14 A. Ideale Audience.

15 Q. Which company owned directly or
 16 indirectly by Medici Group, LLC has
 17 developed unique partnerships with the
 18 Berlin Philharmonic Orchestra, Claudio
 19 Abbado and the Lucerne Festival Orchestra
 20 and Daniel Barenboim?

21 A. Both companies EuroArts Music
 22 International and Ideale Audience Group.

23 Q. Which companies owned directly
 24 or indirectly by Medici Group, LLC are
 25 proud to represent a CD catalog of -- I'm

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52 just reading, going down the Web site.
 2 I'll start again.

4 Which of the companies owned
 5 directly or indirectly by Medici Group,
 6 LLC represent a CD catalog of unparalleled
 7 audio archives consisting of BBC Legends
 8 (220 titles from the BBC's own archive
 9 from 1938 to '92)?

10 A. That is Medici Arts Limited in
 11 the U.K.

12 Q. How about the same question for
 13 the Royal Opera House Heritage series, the
 14 official Covent Garden opera archives from
 15 the early 1950s to 1997?

16 A. Medici Arts Limited, the U.K.

17 Q. Which of the companies offers
 18 the "mid price" -- excuse me. Do you see
 19 in the second page of Exhibit 21 there is
 20 a reference to -- it's under CD, almost in
 21 the middle of that section. There is a
 22 reference to "The mid-price Medici label."
 23 Do you have any understanding as to what
 24 that reference is to, "The mid-price
 25 Medici label"?

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A. You want to know what company is engaged in that?

Q. Yes.

A. Medici Arts Limited in the U.K.

Q. I'm old enough to have grown up with 45s. I remember when the record industry involved records. I think that's where "label" came from. Does the term in your experience "label" have meaning in the recording industry? It's not the record industry anymore. What does a knowledgeable person call what we used to call the record industry?

A. What Medici Masters is is a -- we have an individual in London who is an expert in the great performances of the past. So he will go into the archives of radio stations, he started at the BBC, who has recorded since the beginning of recording technology every radio broadcast. So hundreds of thousands of hours of content of which most is not marketable. But this guy loves to do this. And he is an expert. And he can

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extract from these archives, whether it's the BBC or WDR, what he feels are outstanding performances, great artists. So he will go find them. He will license them. And he will issue them on a CD.

Q. I want to go back to a definition. Does the word "label" -- let me start with the first question. When I was a kid, we used to refer to the recording industry and the record business. Nobody sells records anymore other than to collectors. What is the right term for what used to be the record business?

A. You want to know what the word "label" means in this context?

Q. No. I want to know what I should use instead of the word "record business." I guess the Recording Industry of America is still around. Should we call it recording industry?

A. I think the record business is still accurate.

Q. Good. Okay. In the record

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business, does the word "label" have meaning to someone who works in the record business?

A. Yes.

Q. Are artists typically associated with a label?

A. Yes.

Q. So what is a label?

A. A label is the vehicle through which record companies release their products.

I think in this particular case, the name "Medici Masters" as a label has very little relevance to the actual product, in that these are driven by people -- people who buy them are interested in the artists on which the recording was made. They are also very specifically identified to archival recordings. So someone looking at the Medici Masters CD is going to first look at the actual artist and recording. And then he will determine whether or not that's interesting. And it's very

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specialized, very niche-oriented. Someone who wants to listen to a recorded radio performance in 1957, for example, that's a peculiar individual.

Q. Not quarreling with anything you just said. But would it be fair to characterize "Medici Masters" as a label? I'm not asking you to assess its consumer appeal. Yes or no? Is it a label?

A. I would have to say in the context of how you are comparing the term to the record industry, I don't think it could be construed as a label, because it's not like Decca or Deutsche Grammophon or Philips. I think those are labels that do a variety of things with artists. This does one very narrow kind of product.

Q. What about "Medici Arts"? Is that a label?

A. You know, you ask a very interesting question in the context of the recording industry today, what are labels? It's very hard to answer that.

Q. Well, can you? Can you tell me

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 2 yes or no whether "Medici Arts" is a
 3 label?

4 A. I think you would have to ask
 5 the guys in Germany and France who deal
 6 with this day in, day out as to their
 7 intention in using the name.

8 For me, again, as a shareholder
 9 of the business, those decisions are left
 10 to the operating management and how they
 11 position Medici and the Web site.

12 I can say to you the attraction
 13 of the name to them had to do with their
 14 European heritage, the fact that Medici is
 15 a famous European family that were patrons
 16 of the arts. And they thought it
 17 represented what they were about.

18 Q. If you turn to the third page.
 19 I think it's the third page. It's not the
 20 third page. Let me count again. It is
 21 the third page. I stand corrected. In
 22 almost the middle of the page, there
 23 appears the following sentence: "Medici
 24 Arts comprises a team of 50 people around
 25 the world (USA, Germany, France and the

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 2 United Kingdom) committed every day to
 3 developing the company."

4 Are you one of those 50 people?
 5 A. Well, not in the operational
 6 context. But if they want to make a
 7 production that requires capital or some
 8 sort of financing, they have to come to me
 9 to get the money and to get it approved.

10 Q. About how many days a week do
 11 you devote to "developing the company"?

12 A. My role is in the strategic
 13 area. So I would look at an acquisition.
 14 So, for example, we acquired Ideale
 15 Audience in France. So I would be
 16 involved in identifying what would fit
 17 with our distinct operations. I would be
 18 involved in, as I said, the financing of
 19 the business. So anything to do with
 20 capital or investment in the company comes
 21 across my desk. So occasionally I get
 22 very involved if it's something like an
 23 acquisition that's happening. Day to day,
 24 I have no involvement in this business.

25 Q. During the past 12 months,

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3 approximately how much time have you
 4 devoted to "developing the company"?

5 A. Well, in the specific context of
 6 what I just said, acquisitions,
 7 financing --

8 Q. That's not my question. My
 9 question is far broader than that.

10 A. Okay.

11 Q. Developing the company means
 12 anything -- I'll withdraw the question.

13 Do you understand what the
 14 phrase "develop a company" means?

15 A. I do.

16 Q. It can embrace things at a very
 17 senior executive level that involves
 18 things other than acquisition, correct?

19 A. My role is limited to working on
 20 identifying, negotiating, closing
 21 acquisitions and anything to do with
 22 financing the company, either debt or
 23 equity. That's it.

24 Q. So my question is: During the
 25 last 12 months, approximately how much
 time have you devoted to developing the

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company?

3 A. I've spent zero time on the
 4 day-to-day operational management of the
 5 business. I don't do that. I've spent
 6 maybe a cumulative over the last year 30
 7 to 45 days out of the entire year focused
 8 on the strategic development of the
 9 company.

10 Q. If you would turn to the very
 11 last page of this exhibit, which is still
 12 in the printed section, at the very
 13 bottom, you will see that both your name
 14 and Mr. Baer's name appears. Can you tell
 15 me why that is?

16 A. I think they were giving me
 17 credit for finding some investment capital
 18 to support this Web site. It certainly
 19 wasn't -- I didn't ask for it.

20 Q. Let me show you Exhibit 38. The
 21 first question is do you recognize it?

22 A. Yes.

23 Q. You recognize it as part of the
 24 EuroArts Web site?

25 A. Yes.

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1 Q. When is the first time you saw
2 this?

3 A. I don't recall.

4 Q. If you look at the second page
5 of this exhibit, you will see a reference
6 to EuroArts Music North America,
7 Mr. Baer's name and an address at Madison
8 Avenue?

9 A. Yes.

10 Q. Can you tell me why this
11 information -- by the way, this was
12 downloaded last night too. Can you tell
13 me why this information appears on the Web
14 site now?

15 A. Again, I think that it has to do
16 with Tom's relationship management role
17 for certain business activities of
18 EuroArts Music International. So, for
19 example, the Pyongyang concert, which we
20 have already discussed, Tom has a
21 relationship with the music director at
22 the New York Phil. I think it's mostly a
23 social relationship, but a relationship
24 nonetheless. So Tom referred the

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3 capability of the company to the New York
4 Phil's upcoming concert in Pyongyang and
5 "Gee, shouldn't we record this for
6 posterity?" That was the extent of Tom's
7 involvement. It was then handed off to
8 EuroArts. So I think from EuroArts'
9 perspective, the acknowledgment that we
10 have a consultant in New York is something
they put on the Web site.

11 Q. Does EuroArts have a management
12 board?

13 A. EuroArts Music International.
14 EuroArts is held by a German holding
15 company, again, similar to the B.V.,
16 similar to the LLC. In Germany our assets
17 are held by EuroArts Media, Medien is
18 Media, GmbH.

19 Q. I actually knew that. But thank
20 you for explaining it.

21 If you look at the bottom of the
22 second page of Exhibit 38, you will see a
23 reference in boldface type to a
24 "management board." Do you see that?

25 A. Yes.

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3 Q. You see immediately under that
4 in boldface type your name appears
5 followed by the names of some other
6 individuals. Do you see that?

7 A. Yes.

8 Q. Can you tell me to what entity
this management board refers?

9 A. Well, it's identifying me as CEO
10 of Medici Group. I don't think it's
11 referring to any particular management
12 board. I think it is identifying me, Joe
13 and Bernd as the -- Bernd is actually the
14 managing director of EuroArts Medien GmbH.

15 Q. Let me just --

16 A. For purposes of Web site
correspondence. Nothing more than that.

17 Q. For the court reporter's
benefit, Bernd is spelled B-e-r-n-d.

18 I take it you are acquainted
with Jo Navarro?

19 A. Yes.

20 Q. CFO I understand to be an
acronym for chief financial officer. Is
21 that consistent with your understanding?

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1 A. Yes.

2 Q. What is Medici Group Europe?

3 A. She is responsible -- there
4 isn't a Medici Group Europe. There is no
5 entity Medici Group Europe. But she is
6 responsible for all of the operations that
7 Medici Group owns from a financial
8 perspective in Europe. So she is my
9 person in Europe at the holding company
10 level that is engaged in the financing of
11 the company.

12 Q. Does she have --

13 A. And providing capital resources
14 to the company.

15 Q. I apologize for interrupting.

16 And could we take a five-minute recess?
17 Is that okay?

18 MR. KORNSTEIN: Sure.

19 (Recess: 11:28 to 11:34 a.m.)

20 Q. So there is no Medici Group
21 Europe, correct?

22 A. No.

23 Q. Does Ms. Navarro have a
24 functional counterpart with financial

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 2 responsibilities relating to activities in
 3 North America?

4 A. No, because there are no
 5 activities in North America in the music
 6 side of the business. In the post
 7 production side of the business or IT
 8 services side, I have a chief financial
 9 officer in Los Angeles.

10 Q. Is there any company owned
 11 directly or indirectly by Medici Group,
 12 LLC that is involved in the distribution
 13 of recordings in the United States?

14 A. Involved? No.

15 Q. That was what I expected your
 16 answer to be. For example, just using
 17 Exhibit 18 as an example, Exhibit 18 in
 18 its entirety was physically created
 19 outside of the United States, correct?

20 A. As far as I know.

21 Q. Now, the reference in Exhibit 38
 22 to a management board is also an error,
 23 correct?

24 A. No such management board exists.

25 Q. Are you personally involved in

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 3 the management of any entity having as
 4 part of its name EuroArts?

5 A. Say that again. I want to get
 6 that correct.

7 Q. Let me see if I can make a
 8 better question.

9 Are you a manager of any entity
 10 having as part of its name the word
 "EuroArts"?

11 A. I am a managing director of the
 12 German holding company that holds EuroArts
 13 Music International. I am not involved in
 14 any management role in any operating
 15 company.

16 Q. Could we briefly go back to
 17 Exhibit 33, Mr. Kornstein's letter. I
 18 want to identify in the chart, if we
 19 could, the company, German holding company
 20 to which you just referred. I'm sure it's
 21 on here. But let's make sure we agree to
 22 which entity.

23 A. EuroArts Medien GmbH.

24 Q. That's on page 3 of 3?

25 A. Yes.

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2 Q. And that is a company that is
 3 owned at the moment directly by Medici
 4 Arts, B.V.?

5 A. Correct.

6 Q. And are you affiliated in any
 7 way with Medici Arts Limited U.K.?

8 A. No.

9 Q. How about Ideale Audience Group
 10 S.A.?

11 A. When you say "affiliated," what
 12 does that mean?

13 Q. Are you a manager of Ideale
 14 Audience?

15 A. No.

16 Q. Do you have any title with
 17 Ideale Audience?

18 A. No.

19 Q. Is your only affiliation with
 20 Ideale Audience as a consequence of your
 21 affiliation with Medici Arts, B.V. which
 22 at the moment owns Ideale Audience?

23 A. I believe that's correct, yes.

24 Q. Actually while we are on page 3
 25 of 3, let's -- you told me about Medici

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2 Group. Who are the members of Medici
 3 Arts, LLC?

4 A. I believe I am the sole member
 5 of Medici Arts, LLC.

6 Q. Medici Arts, B.V. is the Dutch
 7 and Mr. Baer. You talked about that?

8 A. Yes.

9 Q. To be determined acquisitions
 10 USA/Canada. That's an entity which is
 11 contemplated but doesn't yet exist?

12 A. Yes. We have made no
 13 acquisitions in the U.S. or Canada.

14 Q. Also on page 3 of Exhibit 33 is
 15 what looks like a future company which is
 16 described as "licensing deal Lincoln
 17 Center Library"?

18 A. Yes.

19 Q. What is that about?

20 A. That is a proposed contract that
 21 has not been executed with Lincoln Center.

22 Q. Is Mr. Baer involved with that
 23 in any way?

24 A. Yes. He was the relationship
 25 builder between the company EuroArts Music

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International and Lincoln Center.

Q. In Concert Productions, LLC, is that a real company in the sense that it actually exists and does something?

A. The only thing it does is it holds a license for a library of 550 popular music television programs.

Q. When you say "popular," what do you mean?

A. Rock, classic rock. Do you remember "In Concert," the late-night television show?

Q. I do, sir.

A. So it's that. But it is inactive in the sense of having employees and operations. EuroArts Music International has a distribution agreement with that entity, and they distribute those assets in Europe and elsewhere.

Q. Before we broke a while ago, you testified about they, gave some reasons why "they" liked the Medici name. And I forgot to ask you who the "they" was who chose the name.

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A. The European management team.

Q. Do you know who they are?

A. Certainly.

Q. Could you tell me their names?

A. The head of distribution is Bernd Hellthaler.

Q. Who else?

A. Herve Boissiere.

Q. Who else?

A. That's it.

Q. Do you know whether before choosing this name they conducted a trademark search?

A. Don't know.

Q. Just yes or no. Has any company in Medici Group, LLC ever sought legal advice from Mr. Baer?

A. I've certainly consulted with Tom on matters of legal analysis on a variety of issues. I guess that would be legal advice.

Q. Do you know if -- I'm going back to the reference in page 38 to the nonexistent management board. Also

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So she oversees all things financial for both groups.

Q. Let me show you Exhibit 29, which is, again, a very current download from a portion of Medici Arts' Web site. Excuse me. EuroArts' Web site. I apologize.

Are you familiar with this, sir? Have you seen it before?

A. I don't recall seeing it before. But it appears to be from the EuroArts Web site.

Q. At the very bottom -- and a part of the EuroArts Web site relates to Elektrofilm, does it not?

A. Yes. Well -- yes.

Q. If you go to EuroArts' Web site, I think there are various things you can click on. One of the options, if you move the mouse and click on it, provides information about Elektrofilm. Are you familiar with that?

A. Yes.

Q. At the bottom of Exhibit 29, it

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appearing there is a fellow by the name of Heiko Burkardsmaier. Are you acquainted with this gentleman?

A. Yes.

Q. What does he do?

A. He is the local general counsel for EuroArts Medien and EuroArts Music International.

Q. Does he have anything to do with Medici Arts?

A. Occasionally we would ask him to do something outside that, outside Germany that could relate to Medici Arts. But that's rare.

Q. How does the scope of Mr. Burkardsmaier's responsibilities geographically compare with those of Ms. Navarro's?

A. Heiko is in Germany. He rarely is involved with anything outside of Germany. Jo is responsible for the financial administration of both groups. So meaning the production and distribution company and the IT media services company.

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 2 says, "In its history, the group has won
 3 numerous creative awards and accolades,
 4 including" and it goes on to say.

5 Can you tell me what companies
 6 are in the "group" to which reference is
 7 made in the Web site?

8 A. This sentence specifically
 9 refers to EuroArts Music International
 10 GmbH. If you recall the tax restructuring
 11 discussion that we had about the media
 12 services and the music business
 13 restructuring, when we acquired EuroArts
 14 Medien GmbH, EuroArts Medien itself being
 15 a holding company owns EuroArts Music
 16 International and a post production
 17 company and two unrelated businesses. So
 18 the restructuring was designed to take out
 19 of the ownership chain in the music
 20 business the media services business and
 21 move those to Mosaic and have the music
 22 business owned by Medici Arts, LLC. So
 23 historically Elektrofilm was owned by
 24 EuroArts Medien GmbH.

25 Q. There is a reference to an Emmy

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 2 in this Web site. Are you familiar --
 3 actually there is a reference to a series
 4 of awards. Are you familiar with any of
 5 them?

6 A. I'm familiar with the Emmy Award
 7 which was won by Paul Smaczny, head of
 8 production at EuroArts Music
 9 International.

10 Q. That was for production. It had
 11 nothing to do with the artist. You can
 12 win an Emmy for being an artist and you
 13 can win an Emmy for being in production.
 14 And this was a production Emmy. Do I have
 15 that right?

16 A. This was an Emmy Award for the
 17 production of a program in Ramallah,
 18 Palestine. So the program won the Emmy
 19 Award, the content itself. And Paul as
 20 the producer, who is our head of
 21 production, was the person who received
 22 the award on behalf of the program that he
 23 produced.

24 Q. Do you know under what label
 25 that program was marketed?

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2 A. I don't know. It was I believe

3 2006. Produced in '05 and '06 release, if
 4 my memory serves me, and would fall under
 5 the EuroArts Music International
 6 production slate and DVD distribution.

7 Q. Do you know anything about the
 8 two Emmy nominations?

9 A. I don't.

10 Q. How about the Peabody Award?

11 A. I don't.

12 Q. Grammy nomination?

13 A. No.

14 Q. National Education Award USA?

15 A. No.

16 Q. I'm going to show you a series
 17 of downloaded pages from the following Web
 18 site: [Http://Medicimedia.com](http://Medicimedia.com). Before I
 19 show you the exhibits, are you familiar
 20 with a Medicimedia.com Web site?

21 A. No.

22 Q. I'm going to show you Exhibit
 23 39. I'm telling you that's from where it
 24 was downloaded. And maybe you are
 25 familiar with it, maybe not. Have you

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2 seen that before?

3 A. No.

4 Q. Do you have any explanation why
 5 the copyright notice of this document is
 6 in the name of Medici Group?

7 A. No.

8 Q. Let me show you Exhibit 24, a
 9 different page from the same Web site.
 10 Have you seen this before?

11 A. No.

12 Q. Do you have any explanation as
 13 to why the copyright notice is in the name
 14 of Medici Group?

15 A. No.

16 Q. Let's look at Exhibit 23,
 17 another downloaded page from the same Web
 18 site, which is Medicimedia.com. Do you
 19 have any explanation as to why the
 20 copyright notice on this page is in the
 21 name of Medici Group?

22 A. No.

23 Q. And last but not least is
 24 Exhibit 25. Have you seen this one
 25 before?

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2 A. No.

3 Q. Any explanation as to why the
 4 copyright notice is in the name of Medici
 5 Group?

6 A. No.

7 Q. Do you know if the Medici Group
 8 has registered with the United States
 9 Patent and Trademark Office or elsewhere
 10 any of the copyrights as to the notices
 11 I've just shown you, relating to the
 12 notices I've just shown you?

13 A. No.

14 Q. Let's look at Exhibit 40. This
 15 is from again last night.

16 www.MediciArts.co.uk. Are you familiar
 17 with that Web site?

18 A. Not familiar with the Web site.

19 Q. Are you familiar with a company
 20 called Medici Arts Limited?

21 A. Yes.

22 Q. The first page of Exhibit 40 is
 23 a description of "About us." I'd like to
 24 go through this with you and find out
 25 whether you know if any of it is accurate.

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So I want you to take a chance and read it
3 and work our way through it.

4 (Witness reviews document.)

5 A. Okay.

6 Q. Is Medici Arts a producer and
 7 distributor of music and arts related to
 8 audiovisual programs?

9 A. No.

10 Q. It's not?

11 A. No.

12 Q. What is it?

13 A. Well, it's not identified here
 14 what physical entity or what specific
 15 entity. B.V. isn't identified. The LLC
 16 isn't identified. But I can tell you the
 17 only producer and distributors of music
 18 and arts related to audiovisual programs
 19 in our group are EuroArts Music
 20 International GmbH and the Ideale Audience
 21 Group.

22 Q. Are you familiar with an
 23 acquisition by one or more of the
 24 companies in Medici Group, LLC of the
 25 audiovisual division of IMG Artists in

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2 January of last year?

3 A. I'm familiar with the creation
 4 of Medici Arts U.K. Limited to acquire the
 5 assets of -- certain assets of IMG
 6 Artists.

7 Q. Was that in January 2007?

8 A. On or about that.

9 Q. And what entity did you create?

10 A. We created Medici Arts Limited,
 11 Medici Arts U.K. Limited, to make that
 12 acquisition.

13 Q. What was the object of the
 14 acquisition? What did you buy? What did
 15 you get for your money?

16 A. We bought inventory; in other
 17 words, CDs that had already been made.
 18 And we acquired a noncompete so that IMG
 19 would no longer continue in the production
 20 of CDs in this area. And we acquired
 21 IMG's portion of a distribution contract
 22 that they had with EMI on DVD material.

23 Q. What was your personal
 24 involvement, if any, with this
 25 transaction?

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2 A. To review the due diligence
 3 material that was prepared for me. To
 4 approve the price which was offered. And
 5 I had one meeting with the finance
 6 director at IMG, a lunch meeting, to
 7 essentially make the deal conceptually
 8 which was then executed by others.

9 Q. Within the last two years in
 10 connection with this or any other
 11 transaction, have you been involved in
 12 activities whose goal was to raise money
 13 for the business of Medici Group, LLC or
 14 any of its affiliates?

15 A. Yes.

16 Q. Were you successful in obtaining
 17 either loans or some other form of
 18 investment?

19 A. Yes, we were successful in
 20 obtaining financing from our current
 21 members and expanding the member group and
 22 the bank financing.

23 Q. In connection with soliciting or
 24 seeking these investments, did you provide
 25 investors and potential investors with any

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 2 writing that described the use of proceeds
 3 of their investment?

4 A. We provided financial
 5 statements. And I met with them to
 6 describe what we were doing in the
 7 business.

8 Q. You never provided them with any
 9 writing that said, in the English language
 10 that says this is what we have done and
 11 this is what we propose to do?

12 A. I prepare typically a PowerPoint
 13 presentation to advise our members of what
 14 is happening in the business.

15 Q. How often do you prepare those
 16 PowerPoint presentations?

17 A. About once a year.

18 Q. In order of magnitude, again all
 19 of this is confidential, about how many
 20 investors are there?

21 A. I listed them for you.

22 MR. KORNSTEIN: Those are the
 23 members.

24 Q. That's it. Period?

25 A. That's it.

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 2 Q. And these people invested in
 3 which entity?

4 A. They are invested in both
 5 businesses. So Mosaic and Medici Arts.

6 Q. But they are not members of
 7 Group, LLC?

8 A. They are members of Group, LLC.
 9 The common thread between the two entities
 10 is the shareholder group.

11 Q. When is the last time you
 12 prepared a PowerPoint presentation?

13 A. I don't recall. But within the
 14 last year.

15 Q. Do you remember what the first
 16 slide says?

17 A. No.

18 Q. Does it say "Medici Group, LLC"?

19 A. I don't recall.

20 Q. Do you recall discussing in the
 21 last year with members the topic of
 22 launching a "new label"?

23 A. No.

24 Q. What role, if any, have you
 25 played in connection with Medici Arts U.K.

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 2 Limited after the acquisition? You told
 3 me about the acquisition. I don't mean to
 4 take you back over that road.

5 A. Only reviewing financial
 6 results.

7 Q. Do you know if it's possible to
 8 purchase from a Medici Arts U.K. Limited
 9 Web site the recordings that bear a
 10 trademark or bear the name "Medici" on
 11 their packaging?

12 A. I don't know. I've never done
 13 it.

14 Q. Let's look at Exhibit 26. First
 15 one is have you seen it before?

16 A. I don't recall seeing it before.

17 Q. Who is in charge of preparing
 18 press releases issued out of your Burbank
 19 facilities?

20 A. There is no such person.

21 Q. Look at the bottom of this
 22 exhibit. Your name appears with the title
 23 "Chief Executive Officer of Elektrofilm
 24 Group." Do you see that?

25 A. Mm-hmm.

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 2 Q. What is Elektrofilm Group?

3 A. Let's see. The date of this is
 4 April '06. In April '06, the media
 5 services operations consisted of the
 6 Burbank business, which was a startup, and
 7 the German operation in Berlin. And I
 8 believe the Munich operation had been
 9 acquired in January. So Berlin, Munich,
 10 Los Angeles. Three facilities.

11 Q. Is the "Elektrofilm Group" a
 12 juridical entity, a company?

13 A. No.

14 Q. It's just a shorthand for some
 15 combining of things ultimately owned by
 16 Medici Group, LLC?

17 A. Yes.

18 Q. With respect to your testimony a
 19 moment ago, if you look at the upper
 20 left-hand corner of this exhibit, there is
 21 a reference -- you mentioned Berlin, you
 22 mentioned Munich, you obviously mentioned
 23 Burbank. There is a reference to
 24 Stuttgart. Should that have been included
 25 in your testimony?

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A. Stuttgart is a -- yes, it's a very small location with five or six people. But there are services provided there. From a financial point of view, we get next to nothing out of Stuttgart. So it doesn't rise to my level of scrutiny.

Q. Can you explain the reference in this exhibit to "TMT"? I recognize Munich, Berlin and Stuttgart. TMT, I've never gone there on my vacation.

A. TMT is the facility in Munich. Taurus Media Technique.

Q. Let's look at Exhibit 27. Do you recognize this? Have you seen it before?

A. I don't recognize it.

Q. There is a reference in the first sentence to Medici Arts, B.V. Group. Do you see that?

A. I do.

Q. Let's go back to Exhibit 33, which includes the corporate chart. The Medici Arts Group, I'm going to work from page 3 back, includes everything?

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A. Medici Arts, B.V.

Q. Medici Arts, B.V.

A. There is no group.

Q. I'll start again. Plaintiff's Exhibit 27 refers to "The Medici Arts, B.V. Group." I'm trying to figure out to what companies that references. And to do that, I have looked back to the table which is part of Exhibit 33. And I'm going to work from the last page forward.

Is it not accurate to say that Medici Arts, B.V. owns everything on this page other than Medici Group, LLC and Medici Arts, LLC USA, either in whole or in part?

A. That was a long question.

Q. I'm trying to figure out what companies below the line are owned by Medici Arts, B.V. And my theory is all of them are. On page 3. Correct?

A. You are looking at this?

Q. Yes. I'm looking at that. I'm looking at page 3.

I'm correct in my understanding

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that the only thing on page 3 that Medici Arts, B.V. did not own or does not own, I should say, subject to working out the tax thing, is Medici Group, LLC and Medici Arts, LLC USA, correct?

A. Let me clarify that. At the time this exhibit, what you have here in Exhibit 27, if you see the EuroArts Medien GmbH Germany holding company.

Q. I don't see that.

MR. KORNSTEIN: He meant 33.

MR. BAINTON: I'm sorry. I apologize.

Q. I do see that. It's down the chain a bit.

A. At the time, Elektrofilm Berlin, TMT Munich, and the Stuttgart facility that you reminded me of and the fourth location in Potsdam -- which is basically adjacent to Berlin, so I refer to them as Berlin -- were owned in the EuroArts Medien GmbH group, which was then in turn owned by Medici Arts, B.V.

Q. Okay.

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A. So the restructuring of the business has now transferred the media services assets into its own ownership structure with a -- I think we have that. Yes. We have that on page 2 of 3 -- with a new German holding company, Mosaic Digital Studios GmbH. You see the German facilities underneath it.

Q. You in your answer I believe referred to "at the time." What do you mean at the time?

A. What I mean is at the time this was written. It hasn't been updated. I don't know how current this is. Elektrofilm is not today part of the Medici Arts, B.V. group. It's part of its own Mosaic Digital Studios group.

Q. Just in fairness, I really was trying to think of a way that we could have done this with a big screen and a computer. But I can tell you timewise and represent to you that Exhibit 27 was downloaded and printed last night.

A. It's never been updated.

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1 Q. So it's inaccurate?

2 A. It's inaccurate.

3 Q. I understand. I think I now
4 follow you. I'm not trying to be thick.
5 I'm coming back to page 2 of 3.

6 A. Yes.

7 Q. Your point is that, if I come
8 down the middle of the page, I find my way
9 to Mosaic Digital Studios GmbH. I go down
10 the tree a bit and find Elektrofilm post
11 production facilities GmbH.

12 A. That's right.

13 Q. The reference in Exhibit 27 to
14 simply Elektrofilm is more precisely a
15 reference to Elektrofilm post production
16 facilities GmbH. Do I have that right or
17 have I misunderstood you?

18 A. You have that right. It's
19 actually referencing the Munich TMT
20 Berlin.

21 Q. I don't see. Munich, Berlin.
22 Yes, I see that.

23 A. Burbank. Those are the media
24 services facilities that were part of the

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3 Medici Arts, B.V. group that are no longer
4 part of the Medici Arts, B.V. group.

5 Q. Staying on page 2 of the
6 organizational chart, who owns the
7 facilities in Burbank? Certainly not the
German group.

8 A. No. You see Elektrofilm, LLC.
9 It's owned by Mosaic Digital Studios, LLC.
10 That's who owns the Burbank operation.

11 Q. So Elektrofilm, LLC USA has the
12 Burbank facility?

13 A. Yes.

14 Q. Do you think it would be fair to
15 include the Burbank facility and the
16 German facilities within the reference
17 that appears on the current Web site to
18 positioned internationally as a company of
19 a group?

20 A. Yes. But not that one.

21 Q. But not this one. Okay. So
22 it's just inaccurate. I follow you. I
23 really do.

24 A. So all Medici Group owns is
25 Mosaic Digital Studios, LLC and Medici

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2 Arts, LLC, those two LLCs, which in turn
3 own everything else in their respective
4 business units.

5 Q. Let's look at Exhibit 28. I put
6 a pen mark next to the paragraph I want to
7 talk about. This is, again, last night
8 download from the Web site. It says, "As
9 businesses and technologies converge at a
10 dizzying pace, Elektrofilm is ready to
11 guide content owners, producers and
12 distributors worldwide through the digital
13 evolution."

14 Can you explain what the notion
15 of businesses and technologies converging
16 at a dizzying pace means?

17 A. What is happening in the media
18 entertainment industry generally is that
19 television programs, feature films are
20 captured on physical media. So feature
21 film is still today captured on film
22 stock. Many television programs are also
23 captured on film stock. Some are captured
24 on videotape. But the majority of the
25 programs we see here in the United States

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2 originate on film. And the distribution
3 of those assets is, I think, referring to
4 the dizzying pace of digital delivery
5 requirements.

6 So, for example, if you want to
7 look at a download of a television show on
8 your video iPod or you see a clip of a
9 movie on your cell phone or you see any
10 broadcast of that, of a TV show or a film,
11 that has been converted from its original
12 capture media to distribution media in
13 what is literally a dizzying array of
14 distribution formats.

15 Q. Would you agree that the future
16 of the audiovisual industry is moving
17 toward downloads and sooner or later
18 record stores are not going to be around
19 anymore?

20 MR. KORNSTEIN: Objection to
21 form.

22 Q. I'll fix the question. Would
23 you agree that the trend in the
24 audiovisual industry is toward downloading
25 as opposed to purchasing physical things

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such as Exhibit 18?

A. I think that the --

MR. KORNSTEIN: I just note an objection. You may answer.

A. I think that the -- I think it depends on what content it is. But I think generally speaking, digital distribution is more efficient, more cost-effective, and can actually result in the creation of a physical asset. I just think between the capture of the media itself and between the consumer, the process of getting there is becoming more efficient and quicker, aided by digital technology.

Q. And am I right -- because you have forgotten more about the subject than I know -- digital technology involves transmission, for example, via the Internet. Am I right in understanding that that's what you are saying?

A. Not always.

Q. But the majority of the time?

A. Well, the Internet does not yet

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give you the ability to see content in its native high-resolution form, nor does it give you the ability to view it comfortably on your television set in its high-resolution form. So the Internet has some very significant limitations. So in the context of classical music and arts, content quality is a major issue.

Q. Right.

A. So the ability to access that and watch a program on your screen is interesting but does not yet provide the full experience of what can be seen on broadcast television today.

Q. I think I understand. Let me quit while I'm ahead. I think I understand.

Exhibit 30.

(Witness reviews document.)

A. Okay.

Q. This is a press release of, I guess, November 2, '06. Correct?

A. Yes.

Q. Reference to you again as "Chief

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Executive Officer of Elektrofilm Group," correct?

A. Yes.

Q. That's advertising hyperbole. There is no Elektrofilm Group, Inc. and you are not a chief executive officer of anything formally?

A. Correct.

Q. Now, are the remarks attributed to you correct? Did you say in substance those words?

A. This particular quote in this press release was provided to me. I approved it, this particular quote, my portion of it.

Q. I'm only focused on this one paragraph by which I've drawn a line for you. It says "Robert T. Walston, Chief Executive Officer of Elektrofilm Group stated." So the quote is accurate?

A. The quote is accurate.

Q. To what were you referring when you referred to "our core competencies"? First of all, who is "our"?

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A. The member companies in the media services segment of the business.

Q. And that would be -- are we back to page 2 of the chart?

A. We are back to page 2 of the chart.

Q. So the "our" is the companies that appear on page 2 of the organizational chart, correct?

A. That's correct.

Q. The core competencies are what?

A. Digitization of content. So turning that original master film element into a digital form. The restoration of original material. The editing and repurposing of the original material for digital distribution. And similar services. Those are the competencies of the media services group.

Q. What is the "global services platform"?

A. We have at the time covered the U.S. and Europe. So we spent a fair amount of time between Los Angeles and

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Munich and Berlin making sure that the companies are working together. So we viewed it as a, where those facilities are resident, a platform.

Q. So the platform refers to where the companies are located, not where the customers are located?

A. Right.

Q. Where are the customers located?

A. In Germany. Most of the clients are from Germany, operate in Germany and are German companies. I would say a small minority of the business done in Germany originates from the major U.S. studios who are distributing product in Europe, their content in Europe. And in Burbank, which is the heart of the U.S. entertainment industry, our clients are the major studios. So Walt Disney Company, Warner Brothers, Universal Studios, Sony Pictures, MGM. All located within a very short distance from our facility in Burbank.

Q. I gather from your earlier

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testimony you haven't seen that. If we opened Exhibit 18, we would find that to be inside.

MR. KORNSTEIN: You are referring to exhibit number?

MR. BAINTON: Right.

MR. KORNSTEIN: It's Exhibit 20.

Q. I'm talking about Exhibit 20. And I'm saying if we opened up Exhibit 18 and took the shrink-wrap off, I'm telling you we would find a pamphlet or booklet identical to Exhibit 20.

A. Okay.

Q. If you look in the back page, you see Mr. Baer gets credit. The very back page. It should be right next to that green tab, which is why the green tab is there.

A. Yes.

Q. Do you know why Mr. Baer got credit for this production?

A. He was involved very early in the process with the New York Philharmonic and was really responsible for the

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connection between the New York Philharmonic and the company that actually produced it, EuroArts Music International.

Q. If you turn the page over, you will find they get some credit too.

A. I'm sorry? Where?

Q. If you turn the page, I can show it to you, you will find that EuroArts Music International GmbH also gets some credit in that exhibit.

A. Right.

Q. To your knowledge, did or does Mr. Baer have a financial interest in this production, the creation of Exhibit 18?

A. None that I'm aware of.

MR. BAINTON: Can we take like ten minutes to go collect my thoughts? I think we are almost finished.

(Recess: 12:31 to 12:44 p.m.)

Q. We talked a little bit before about labels. And I'm going to mention some names to you, and I'd like you to tell me if you recognize them as being a "label." Sony. Is that a label? Do you

recognize Sony as a label?

A. Personally I don't. It has a corporate meaning to me.

Q. How about BMG-RCA?

A. Same thing for me.

Q. Does the phrase "Naxos/Marco Polo" mean anything to you?

A. No.

Q. Warner? Do you recognize Warner as a label?

A. I recognize the corporation Warner.

Q. But Warner -- the answer is whatever the answer is, sir. But we did talk about labels. And I'm curious if any of these names you recognize as a label. And Warner is one. Do you recognize Warner as a label? Yes or no?

A. Personally, I recognize Warner as the corporate entity it is.

Q. I understand that. But do you recognize it as a label?

A. No. Warner is a music company.

Q. Hyperion Records?

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A. No.

Q. Acadia? Same question.

A. No.

Q. Harmonia Mundi? Actually I'll withdraw that one.

Does the phrase "Nascor and Naxos" mean anything to you?

A. No.

Q. Does Nascor mean anything to you?

A. No.

Q. Naxos is a distributor?

A. Naxos is the distributor, yes.

Q. EMI?

A. Record company.

Q. But not a label? The question is: Do you recognize EMI as a label? When used in a sentence, "So and so records on EMI," have you ever heard that phrase?

A. Yes. "I have a recording contract with EMI."

Q. But you don't recognize that?

A. I'm just the wrong person to ask

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the same answer. You never heard of it?

A. No.

Q. The Musikwelt Web site is www.musikw@st-oneline.net, much means nothing to you?

A. No.

Q. Have you heard of a record distributor called Stradivarius at Stradivarius.it as a purveyor of recordings on the Internet, that can be purchased via the Internet?

A. No.

Q. I'm going to show you Exhibit 44 and you ask to turn to page 42, which the top page is a DVD review.

MR. BAINTON: Dan, I only have two copies. So you have to share.

MR. KORNSTEIN: That's okay.

Q. You come to the line just above the name Robert Dunn, who is a reviewer. You will see in parentheses the phrase or the numerals (VAIM50019). Do those numbers have significance to you?

A. No.

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about labels. I recognize the corporate entity.

Q. Do you recognize Warner as a name that sometimes appears on packaging containing recordings?

A. I presume it does. I have no specific knowledge. I have never bought or recall buying anything because it had a Warner label. So it's just not relevant to me.

Q. Okay. Are you aware that recordings can be purchased via third-party Web sites?

A. Yes.

Q. Have you ever heard of a company called or a distributor called Qualiton Imports, Ltd.?

A. No.

Q. How about Musikwelt?

A. No.

Q. Metronome?

A. No.

Q. The Web site address for Qualiton is www.qualiton.com. I assume

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Q. Are you familiar with the publication "Clavier"?

A. No.

Q. Could you tell me a little bit more about what you described as Mr. Baer's relationship with the New York Philharmonic Orchestra, as you understand it?

A. As I understand it, he has a relationship with the music director.

Q. Mr. Maazel?

A. Yes. I believe it's social. And I think he and Mr. Maazel discussed the upcoming Pyongyang trip. And out of that came a production for EuroArts Music International.

Q. Do you know if there have been any other discussions with Mr. Baer regarding recording future performances for the New York Philharmonic? Is there anything on the table subject to discussion of which you are aware?

A. Not that I'm aware of. It's possible, but I'm not aware of it.

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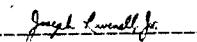
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CERTIFICATION

LITIGATION SUPPORT INDEX

I, JOSEPH RAVENELL, a Court Reporter
and a Notary Public, do hereby certify
that the foregoing witness, ROBERT T.
WALSTON, was duly sworn on the date
indicated, and that the foregoing is a
true and accurate transcription of my
stenographic notes.

I further certify that I am not
employed by nor related to any party to
this action.


JOSEPH RAVENELL

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REQUEST FOR PRODUCTION OF DOCUMENTS

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INFORMATION TO BE FURNISHED

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GROUP
 DATE OF DEPOSITION: MAY 21, 2008
 NAME OF DEponent: ROBERT T. WALSTON

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212-267-6868

516-608-2400

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MEDICI CLASSICS PRODUCTIONS LLC,

Plaintiff

-against-

MEDICI GROUP LLC, MEDICI ARTS
LLC, EUROARTS MEDIEN GmbH,
EUROARTS MUSIC INTERNATIONAL
GmbH, MEDICI ARTS LIMITED U.K.,
IDEALE AUDIENCE GROUP, S.A.,
ROBERT T. WALSTON, THOMAS BAER
and
JOHN DOES Nos. 1 to 10,

Defendants.

1:07-cv-09938 (RJH)

STIPULATION

x

Medici Classics Productions LLC (“Medici Classics”), through its undersigned counsel, and Defendants Medici Group LLC (“Medici Group”), and Robert T. Walston (“Walston”) (collectively “Defendants”), through their undersigned counsel, hereby stipulate and agree as follows:

1. Plaintiff’s Exhibit 1 is a Haskil audio CD.
2. Plaintiff’s Exhibit 2 is a Casadesus audio CD.
3. Plaintiff’s Exhibit 3 is a sales receipt from J&R Music World, 23 Park Row, New York, NY 10038 for the purchase of Plaintiff’s Exhibits 1 & 2 on April 17, 2008 by Ms. Irena Koblar.
4. Plaintiff’s Exhibit 4 is a Kleiber audio CD.

5. Plaintiff's Exhibit 5 is a print out of sales confirmation page and an email confirmation from ArkivMusic.com for the purchase of Plaintiff's Exhibit 4 on April 14, 2008 by Mr. John Landolfi. Mr. Landolfi's shipping address is 240 West 98th Street, #13-A, New York, NY 10025 and his billing address is 304 West 98th Street, New York, NY 10025.

6. Plaintiff's Exhibit 6 is a Boult audio CD.

7. Plaintiff's Exhibit 7 is a print out of sales confirmation page from MDT.co.uk for the purchase of Plaintiff's Exhibits 6 and 8 on April 18, 2008 by Mr. Patrick Pridemore of 95 Park Terrance East, #1F, New York, NY 10034.

8. Plaintiff's Exhibit 8 is a Klemperer audio CD.

9. Plaintiff's Exhibit 9 is a Leonard Bernstein DVD.

10. Plaintiff's Exhibit 10 is an email confirmation from NaxosDirect.com for the purchase of Plaintiff's Exhibit 9 on April 17, 2008 by Mr. Asaf Blasberg of 252 West 76th Street, 1E, New York, NY 10023.

11. Plaintiff's Exhibit 11 is a Philadelphia Orchestra led by Eugene Ormandy DVD.

12. Plaintiff's Exhibit 12 is an email confirmation from NaxosDirect.com for the purchase of Plaintiff's Exhibit 11 on April 17, 2008 by Mr. Asaf Blasberg of 252 West 76th Street, 1E, New York, NY 10023.

13. Plaintiff's Exhibit 13 is a Gulda audio CD.

14. Plaintiff's Exhibit 14 is a printout of a website available at <http://www.mdt.co.uk/MDTSite/product/MM0242.htm>. The printout, dated April 24, 2008, offers Plaintiff's Exhibit 13 for sale.

15. Plaintiff's Exhibit 15 is an email confirmation from MDT.co.uk for the purchase of Plaintiff's Exhibits 14 and 16 on April 25, 2008 by Mr. Asaf Blasberg of 252 West 76th Street, 1E, New York, NY 10023.

16. Plaintiff's Exhibit 16 is a Rabin audio CD.

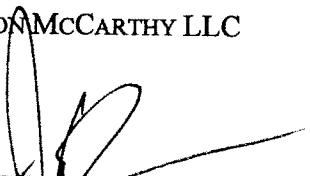
17. Plaintiff's Exhibit 17 is a printout of a website available at <http://www.mdt.co.uk/MDTSite/product/MM0232.htm>. The printout, dated April 24, 2008, offers Plaintiff's Exhibit 16 for sale.

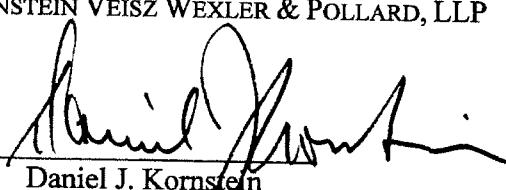
18. Plaintiff's Exhibit 18 is a DVD of The Pyongyang Concert performance by the New York Philharmonic.

19. Plaintiff's Exhibit 19 is an email confirmation from ShopThirteen.org for the purchase of Plaintiff's Exhibits 18 on April 20, 2008 by Mr. Asaf Blasberg of 252 West 76th Street, 1E, New York, NY 10023.

20. Plaintiff's Exhibit 20 is an inset booklet from Plaintiff's Exhibit 18.

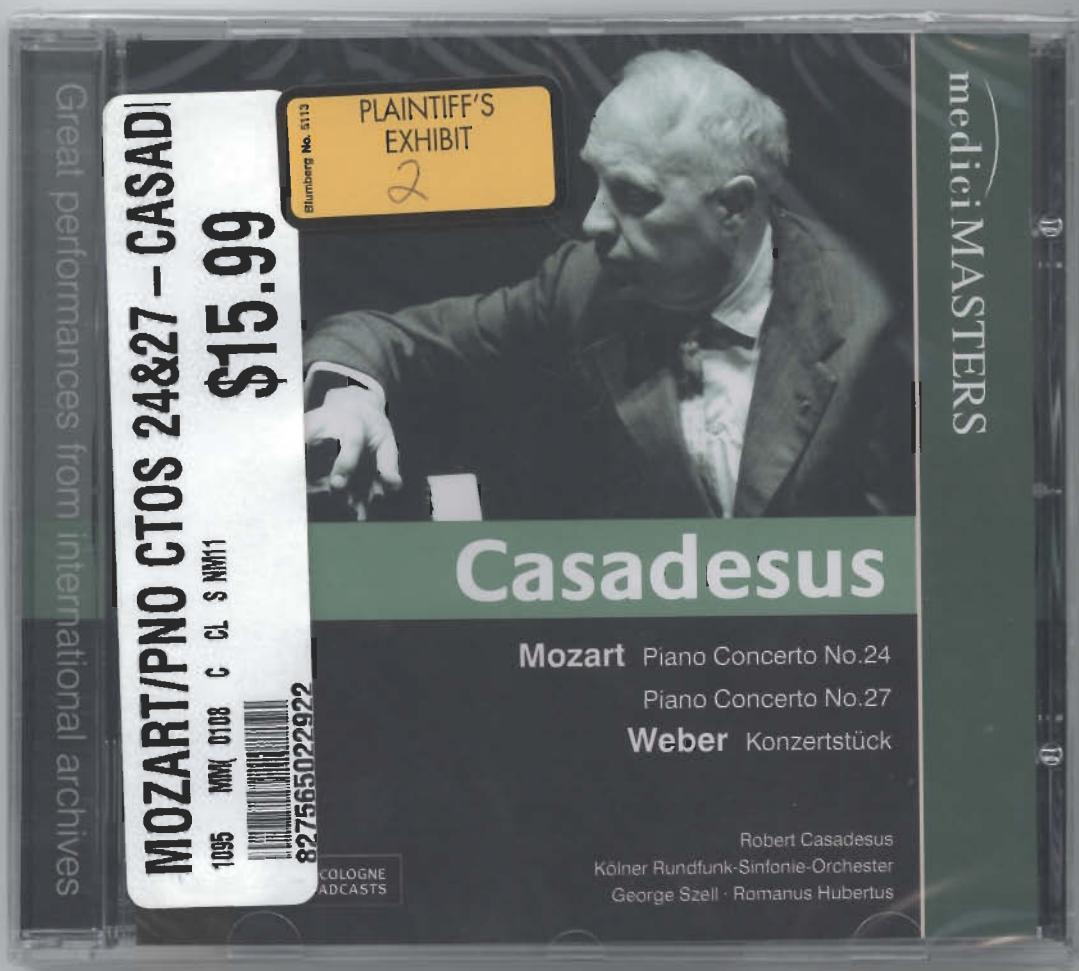
Dated: New York, New York
May 28, 2008

BAINTON MCCARTHY LLC

By: _____
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26 Broadway, Suite 2400
New York, New York 10004
(212) 480-3500
Attorneys for Plaintiff

KORNSTEIN VEISZ WEXLER & POLLARD, LLP

By: _____
Daniel J. Kornstein
757 Third Avenue
New York, New York 10017
(212) 418-8600
Attorneys for Defendants Medici Group LLC and Robert T. Walston







Wolfgang Amadeus Mozart (1756–1791)

Piano Concerto No.24 in C minor, K491

Klavierkonzert Nr. 24 c-moll

Concerto pour piano n° 24 en ut mineur

1	I Allegro	12:22
2	II Larghetto	7:23
3	III [Allegretto] Cadenzas · Kadenden · Cadences · Saint-Saëns	8:13

Piano Concerto No.27 in B flat major, K595

Klavierkonzert Nr. 27 B-Dur

Concerto pour piano n° 27 en si bémol majeur

4	I Allegro	12:51
5	II Larghetto	7:47
6	III Allegro Cadenzas: Mozart	7:38

Kölner Rundfunk-Sinfonie-Orchester*

George Szell

Recorded at the Funkhaus, Saal 1, WDR Cologne,
27 June 1950 (Mozart K491), 8 September 1958 (Mozart K595), 3 March 1954 (Weber)

* now renamed · heute · aujourd'hui WDR Sinfoniorchester Köln.

Carl Maria von Weber (1786–1826)

7	Konzertstück für Klavier und Orchester f-moll, Op.79	15:16
	Concert Piece for Piano and Orchestra in F minor	
	Pièce de concert pour piano et orchestre en fa majeur	

Kölner Rundfunk-Sinfonie-Orchester*

Romanus Hubertus

Robert Casadesus piano

Total time 71:53

FROM THE PRODUCERS OF BBC LEGENDS

MM010-2

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Texte en français



WDR • THE COLOGNE
• BROADCASTS

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Produced by Westdeutscher Rundfunk Köln, broadcast in 1954-58/60



8 27565 02292 2



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New York, NY 10038
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* 0 1 6 2 2 7 1 2 0 *

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	MOZART/PNO CTOS 24&27-CASADESU		
1 @	15.99	PX-2	15.99
2.	82756502022		
	MOZART/PNO CTOS 9&19-HASKIL		
1 @	15.99	PX-1	15.99
3.	67575400690		
	BRAHMS/VLN SONS-HEIFETZ		
1 @	14.99		14.99
4.	82564696778		
	GIL, GILBERTO/DUETOS		
1 @	14.99	-3.00	11.99

Subtotal	58.96
Tax	4.94
Total	63.90
 Total Tendered	63.90

PAID BY: VISAxxxxxxxxxxxxx827
Card Name: KOBLAR/IRENA
04/17/08 49 1 1a CC \$63.90

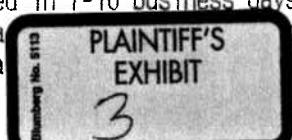
Auth No: 08246B

Dept: Jazz Department
Receipt: 016227120
Register 49
S1spsh:House Cashier: 1a
S1spsh Name: Account
04/17/08 7:26 PM

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0900617, 1129222, 1125853, 1234547

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Order Number	Order Date	Order Status	Ship Method	Original Order Total
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Billing Address

Mr. John Landolfi
304 West 98th Street
New York, NY 10025
212-866-7796

Shipping Address

John Landolfi
John Landolfi C/O Naomi Rhodes
240 West 98th St, #13-A
New York, NY 10025
212-866-7796

Pending Shipment

Item Name	Quantity	Item Status	Item Price	Extended Price
Weber: Euryanthe Overture; Mozart, Tchaikovsky	1	Accepted	\$15.99	\$15.99

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JOHN LANDOLFI

From: <manager@arkivmusic.com>
To: <johnlandolfi@verizon.net>
Sent: Monday, April 14, 2008 6:40 PM
Subject: ArkivMusic Order Confirmation -- #2033128

Dear Mr. Landolfi,

Thank you for placing an order on ArkivMusic!

Here are the details of your order:

Shipping Address:

John Landolfi
John Landolfi C/O Naomi Rhodes
240 West 98th St, #13-A
New York, NY 10025

Order Number: 2033128

Order Date: 04/14/08

Ship Via: 1st Class Mail

Qty	Price	Total	Abbreviated Title
-----	-------	-------	-------------------

1	\$15.99	\$15.99	Weber: Euryanthe Overture; Mozart, Tcha
---	---------	---------	---

1 Total Items

Subtotal: \$15.99

Shipping: \$2.95

Tax: \$1.59

Total: \$20.53

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MM0052 KLEMPERER OTTO Beethoven Egmont Overture Brahms Symphony No. 1 Mahler Kindertotenlieder George London. Kolner Rundfunk-Sin	£8.50 £7.23 ex VAT		£8.50
MM0192 BOULT SIR ADRIAN Beethoven Symphony No. 6 Pastoral / Mozart Symphony No. 41 Jupiter London Philharmonic Orchestra Medici art	£8.50 £7.23 ex VAT	1	£8.50
Subtotal:			£17.00
VAT Deduction:			£-2.54
Postage and Packaging*: (Airmail - USA)			£1.50
Total:			£15.96 \$32.40

* [More details](#)



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95 Park Terrace East #1F
New York
NY
10034
United States of America

ACCOUNT ADDRESS:

Mr Patrick Pridemore
95 Park Terrace East #1F
New York
NY
10034
United States of America

PAYMENT INFORMATION:

Card Type: Visa

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Name on Card: Patrick Pridemore

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Issue Number:

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PLAINTIFF'S
EXHIBIT

Bloomberg No. 5113

9

SCHUBERT
Symphony No. 9

SCHUMANN
Manfred Overture

Symphonieorchester des
Bayerischen Rundfunks
Wiener Philharmoniker

LEONARD
BERNSTEIN





FRANZ SCHUBERT

Symphony No.9 in C major, D944 "The Great"

Symphonie Nr. 9 »großes C-Dur«

Symphonie n° 9 en ut majeur « La Grande »

I Andante – Allegro ma non troppo

II Andante con moto

III Scherzo. Allegro vivace

IV Finale. Allegro vivace

Symphonieorchester des Bayerischen Rundfunks

Recorded at the Kongresssaal, Deutsches Museum, München, 10–15 June 1987

ROBERT SCHUMANN

Overture to *Manfred*, op.115

Ouvertüre · Ouverture

Wiener Philharmoniker

Recorded at the Musikvereinssaal, Vienna, 23 October – 6 November 1985



LEONARD BERNSTEIN

Directed by Humphrey Burton



Picture Format:
NTSC · 4:3

Sound Formats:
PCM Stereo · DD 5.1 · DTG 5.1

Region Code:
0 (worldwide)

Disc Format:
DVD 0

Running Time:
77 mins

Freigegeben
ab ca. 10 Jahren
gemäß § 14
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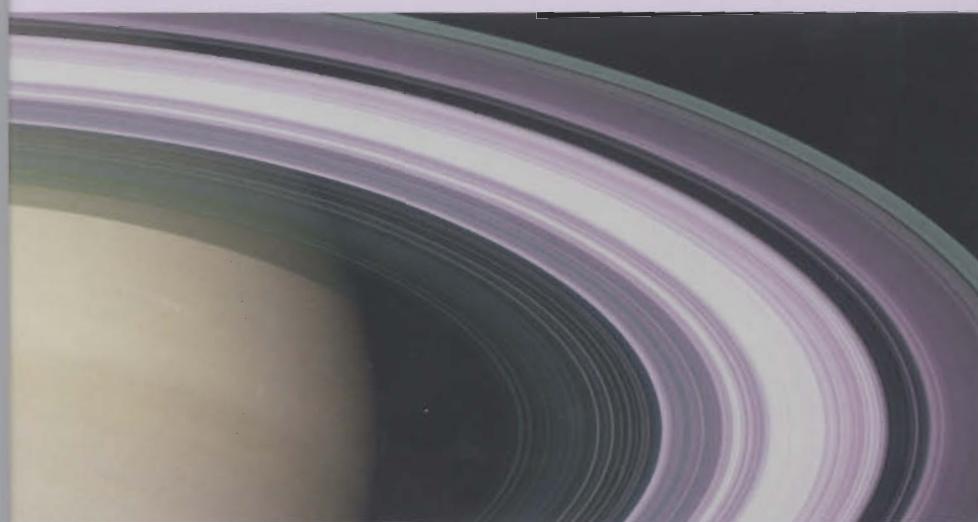
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holst: the planets
debussy: la mer



the philadelphia orchestra
eugene ormandy





gustav holst: the planets

- I Mars, the bringer of war
- II Venus, the bringer of peace
- III Mercury, the winged messenger
- IV Jupiter, the bringer of jollity
- V Saturn, the bringer of old age
- VI Uranus, the magician
- VII Neptune, the mystic

The Mendelssohn Club of Philadelphia

Chorus Master: Mary Zatzman

The Philadelphia Orchestra

claude debussy: la mer

- I De l'aube à midi sur la mer. Très lent
- II Jeux de vagues. Allegro
- III Dialogue du vent et de la mer.
Animé et tumultueux

The Philadelphia Orchestra

EUGENE ORMANDY

Recorded at the Academy of Music, Philadelphia,
24–26 June 1977

Directed by Kirk Browning



Picture Format:
NTSC - 4:3

Sound Formats:
PCM Stereo • DTS 5.1 • DTS 5.1

Region Code:
0 (worldwide)

Disc Format:
DVD 9
Running Time:
81 mins



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Ludwig van Beethoven (1770–1827)
 Piano Concerto No.3 in C minor, Op.37
 Konzert für Klavier und Orchester Nr. 3 c-moll
 Concerto pour piano et orchestre n° 3 en ut mineur

1	I Allegro con brio	16:23
2	II Largo	8:33
3	III Rondo. Allegro	8:52

Friedrich Gulda piano
 Kölner Rundfunk-Sinfonie-Orchester*
 Mario Rossi

Piano Sonata No.23 in F minor, Op.57 "Appassionata"
 Klaviersonate Nr. 23 f-moll
 Sonate pour piano n° 23 en fa mineur

4	I Allegro assai	8:47
5	II Andante con moto – <i>attacca</i> :	6:08
6	III Allegro, ma non troppo – Presto	5:07

Piano Sonata No.28 in A major, Op.101
 Klaviersonate Nr. 28 A-Dur
 Sonate pour piano n° 28 en la majeur

7	I Etwas lebhaft und mit der innigsten Empfindung. Allegretto, ma non troppo	4:24
8	II Lebhaft, marschmäßig. Vivace alla marcia	6:38
9	III Langsam und sehnsuchtsvoll. Adagio, ma non troppo, con affetto – <i>attacca</i> :	2:58
10	IV Geschwind, doch nicht zu sehr und mit Entschlossenheit. Allegro	7:22

Friedrich Gulda piano

Total time: 75:33

Recordings:

Saal 1, Funkhaus, WDR Cologne, 25 February 1957 (Concerto), Funkhaus, Saal 2, WDR Cologne, 22 February 1957 (Sonatas)
 * now renamed „heute“ aujourd’hui, WDR Sinfonieorchester Köln

MM024-2

[ADD]

Notes in English / Mit deutschem Einführungstext
 Texte en français

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FRIEDRICH GULDA

Beethoven:

Piano Concerto No. 3

Piano Sonata No. 23
Piano Sonata No. 28

Kölner Rundfunk-Sinfonie-Orchester / Mario Rossi

Recording:
Saal 1, Funkhaus, Cologne, 25 February 1957
Saal 2, Funkhaus, Cologne, 22 February 1957

In the 1950s, the Austrian pianist Friedrich Gulda (1930-2000) was considered the leading interpreter of his generation, notably Beethoven and Mozart. In the mid 50s, he became more immersed in jazz and genius playing the Viennese classics. Gulda's recordings are now beginning to enjoy cult status. He recorded the Beethoven Piano Concerto No. 3 once in the studio for Decca (Horst Stein) in 1971, but the recording was deleted. The two Beethoven piano sonatas precede his Decca recordings of the same works.

The two piano sonatas, like the Beethoven Piano Concerto No. 3, have never been issued before using the original WDR master tapes.

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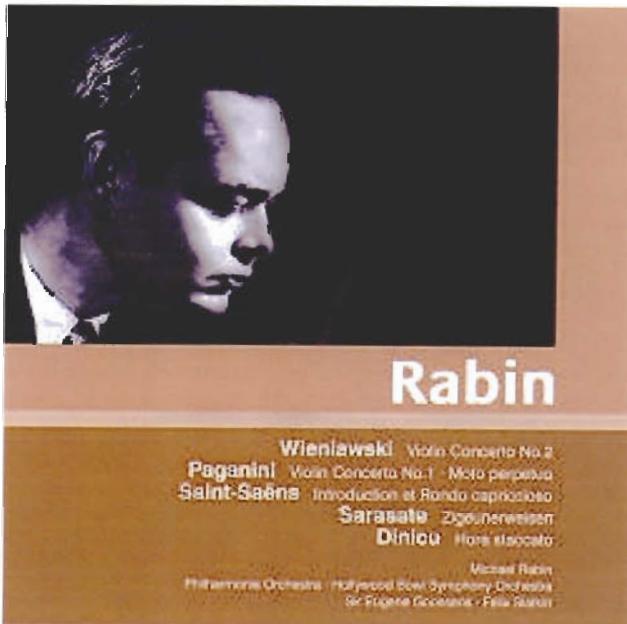
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RABIN, MICHAEL Works by Wieniawski, Sarasate. Philharmonia Orchestra / Sir Bowl S.O. / Felix Slatkin. Medici arts

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MICHAEL RABIN

Wieniawski: Violin Concerto No. 2

Paganini: Violin Concerto No. 1 / Moto Perpetuo

Saint-Saens: Introduction & Rondo Capriccioso

Sarasate: Zigeunerweisen

Dinicu: Hora Staccato

Philharmonia Orchestra / Sir Eugene Goossens

Hollywood Bowl Symphony Orchestra / Felix Slatkin

Recording:

Abbey Road Studio No.1, London, 14 May 1960

Samuel Goldwyn Studios, Hollywood, 10-11 September 1959

The American Michael Rabin (1936-1972) was one of the greatest virtuoso violinists in the post tragically short. He died aged 36 years after falling in his apartment.

All the works represented in this collection require tremendous technical ability ranging from W favourite of Heifetz), and the ever popular Paganini Concerto No. 1, to the seductive melodies of fiery Zigeunerweisen and the two short encores.

This CD represents a wonderful cross-section and anthology of Rabin's finest work, a great artist forgotten except by knowledgeable collectors and by every violinist working today.

All the stereo tapes have been licensed from EMI and have been expertly re-mastered by Paul I

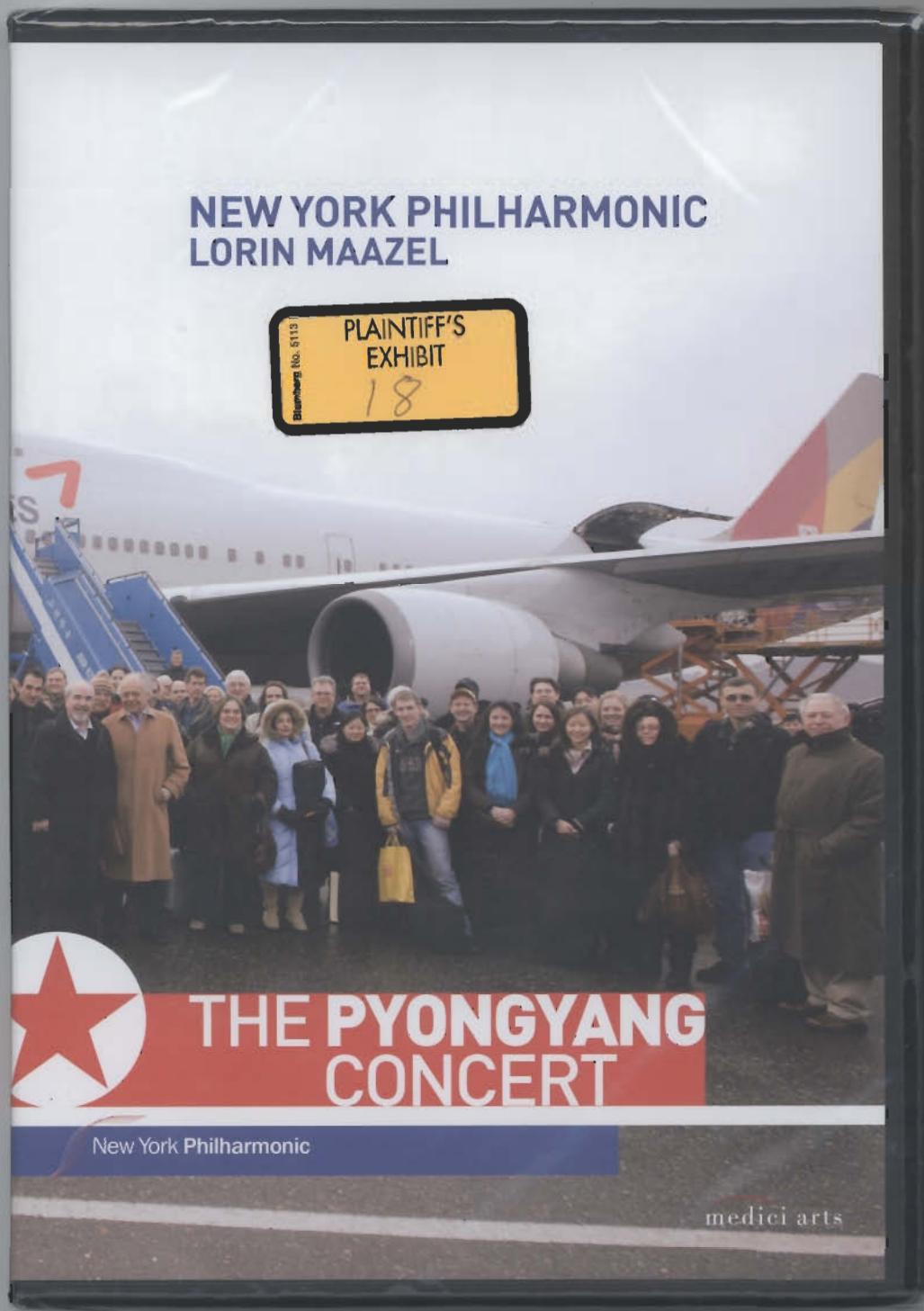
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On February 26, 2008, the world watched as the New York Philharmonic gave the first performance by an American orchestra in the Democratic People's Republic of Korea. Those lucky enough to be present will never forget that historic evening, when people from two long-divided nations were united through the beauty and power of music. By the end of the final encore, both the audience and the musicians onstage stood waving to each other in a new-found spirit of understanding. We are honored and pleased that this DVD can share this transformative experience with new audiences for years to come.

New York Philharmonic President, Zarin Mehta

National Anthem of the Democratic People's Republic of Korea: *Aegukka*
 National Anthem of the United States of America: *The Star-Spangled Banner*

Richard Wagner
Lohengrin: Prelude to Act III

Antonin Dvořák
Symphony No. 9 in E minor
From the New World

George Gershwin
An American in Paris

Georges Bizet
Farandole from "L'Arlésienne Suite No. 2"

Leonard Bernstein
Overture to Candide

Traditional
 Arr. Sung-Hwan Choi
Arirang

Recorded live at the East Pyongyang Grand Theatre, Pyongyang,
 Democratic People's Republic of Korea on February 26, 2008

Directed by Michael Beyer · Produced by Paul Smaczny
 Executive Producers: Paul Smaczny, Thomas Baer, Hyun-Chang Oh,
 Hyok-Ki Hong, Gabrielle Babin Gugenheim, David Horn

Total Running Time
 107 mins

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Air transportation for the New York Philharmonic's visit to Pyongyang was provided by Asiana Airlines.

The New York Philharmonic is grateful for the steadfast support of Sam Koo Park, Chairman and CEO, Lumen Asia Group.

The New York Philharmonic's visit to Pyongyang was made possible through the extraordinary generosity of Mrs. Yoko Nagae Cecchini.

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The BBC Legends, Medici Masters and Royal Opera House Heritage Series catalogue can be viewed at mediciarts.com.

Medici Arts will also feature a label hosting new artists for new projects.

Internet
Medici Arts will launch www.medici.tv on 30 April 2008. This new site will be the focal point for the company's expertise, with its various platforms representing the future of classical music and documentary films.
Medici Arts is the first producer to offer the public a complete music festival live: the Verbier

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Medici Group acquires the shares of ITFC Ltd from the ITV1 regional licence holders

ITFC enters into a Long-Term Services Agreement with the ITV1 regional licence holders

LONDON, UK, 2 AUGUST 2007—ITV plc today announced the sale of the entire issued share capital of the Independent Television Facilities Centre Ltd. (“ITFC” or the “Company”) to Elektrofilm Ltd., a wholly owned subsidiary of Medici Group, LLC, led by Chief Executive Robert T. Walston.

ITFC, a leading provider of video and media access services, was founded in 1976 as an in-house film storage facility for ITV. Today the Company has an impressive roster of third-party clients, including some of the most recognised names in UK broadcasting. In addition to providing video duplication, technical compliance, editing and related services to broadcasters, ITFC is a leading provider of subtitling services to the UK broadcast, DVD and cinema industries. The Company currently provides in excess of 700 hours of subtitling each week to more than 100 clients.

As part of the transaction ITFC has entered into a long-term services agreement to provide ITV with post-production, subtitling, and audio description services.

Jeremy Sharp, Head of Business Development at ITV plc, said:

“ITV has been entirely supportive of ITFC and its growth as a leader in the UK broadcast services industry, but after a review of our internal businesses we concluded that the facility is no longer part of ITV’s core operations. The sale of



the Company represents the next step in ITFC's evolution; the Medici Group is well positioned to take ITFC—and consequently ITV—into the new world of tapeless, data-centric digital workflows."

Helen Stevens, Director of Broadcast Resources at ITV Broadcasting Ltd., said:

"The Services Agreement represents ITV's full commitment to a continued partnership with ITFC. Over the past 30 years the Company has consistently delivered the highest levels of service to ITV and we believe that these standards will be maintained and even improved through ITFC's new affiliation with Medici and its global facilities. We expect ITFC and Medici to be a key partner in ITV's migration to digital asset management and distribution."

Robert T. Walston, Chairman and CEO of Medici Group, LLC, said:

"We are pleased to enter into a long-term partnership with ITV through the acquisition of ITFC and the execution of the Services Agreement. Chris Higgs and his management team, who have successfully driven growth in the Company over many years, are a welcome addition to the group. We look forward to further growth, both in the UK and globally, in the exciting years ahead."

Chris Higgs, Managing Director of ITFC, said:

"I am delighted to join Medici. I believe this transaction represents a very good outcome for ITFC, its employees and its customers. I look forward to contributing to the group's global strategic plan for the implementation of the Digital Media Environment."

Ends.

For further information please contact:

ITV plc

Brigitte Trafford – Group Communications Director
Jim Godfrey – Director of Corporate Affairs
0844 881 8000

Medici Group, LLC / Elektrofilm Limited

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Notes to Editors

About ITV Plc

ITV plc owns 11 of the 15 ITV1 regional licences and 91.5% of the issued share capital of the ITFC. ITV is Britain's biggest and most popular commercial broadcaster. ITV's flagship channel - ITV1 - is the home of the most popular drama and entertainment programmes on British television and ITV2, 3 and 4 are among the most popular channels on multi-channel television.

About Medici Group, LLC

Medici Group is the holding company for Medici Arts and Mosaic Digital Studios.

Medici Arts, with offices in London, Paris, Berlin, Leipzig, Los Angeles and New York is the premier owner, producer and distributor of classical music and arts audiovisual programming for broadcast television, home video and emerging digital distribution formats. Medici Arts produces and acquires programmes for television and home video and distributes one of the largest collection of classical music and arts content in the world. Production and distribution activities are conducted under the brand names EuroArts, Idéale Audience and MediciArts.

Mosaic Digital Studios, based in Los Angeles, California, is the holding company for media services operations located in the United States (Burbank and San Jose, California) and in Europe (Berlin, Potsdam and Munich, Germany). The Company's facilities currently operate under the brand name ELEKTROFILM and provide a broad range of technical and creative services to content creators, owners and distributors.

The primary mission of Mosaic Digital Studios is to deploy "The Digital Media Environment" in the United States, the United Kingdom and continental Europe which will enable end-to-end data-centric workflows supported by proprietary digital asset management technology. Mosaic's development team in San Jose, California, deployed the first software for the system in the company's Burbank, California facility in June, 2007. To support the development of the DME the company entered into a joint development relationship with Sun Microsystems, Mosaic's primary hardware supplier.

Mosaic was founded by Robert T. Walston, who was previously the founder, Chairman and CEO of Four Media Company. Under his leadership Four Media Company became an industry leader in providing technical and creative services to the entertainment and advertising industry.

About ITFC Ltd.

Based in West London, ITFC offers post-production videotape facilities, DVD authoring and access services (subtitling, audio description and in-vision signing) to a large number of clients across the broadcasting and entertainment industries including ITV, GMTV, Five, Warner Brothers, Discovery, Paramount Pictures, RTÉ (Eire) and Virgin Media TV.

[Medici Arts](#)

[Contact](#)

[EuroArts](#)

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EuroArts



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Medici Arts

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EuroArts

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Medici Arts

Please follow the links below to view the ever expanding Medici Arts catalog:

Links

[BBC Legends](#)

[Royal Opera House Heritage Series](#)

[Classic Archive DVD](#)

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ELEKTROFILM

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24.04.06

ELEKTROFILM Burbank Names Management Team**Donner, Huang Tapped to Lead New Digital Services Center**

Burbank CA, 24 Apr 06 - ELEKTROFILM has announced the appointment of Frank Donner as President and Jeff Huang as Managing Director of the new Digital Services Center, located in Burbank's media district.

ELEKTROFILM Burbank is the newest addition to ELEKTROFILM's growing roster of global production and post venues; the Burbank studio specializes in high-end DVD services and digital restoration, as well as comprehensive audio, editorial and duplication services.

With studios in Berlin, Burbank, Cologne, Leipzig, Munich, Potsdam and Stuttgart, ELEKTROFILM is a worldwide leader in the development and distribution of media. Each ELEKTROFILM venue is a state-of-the-art facility showcasing top technology and talent from the production, post, DVD, creative and new media communities.

Donner comes to ELEKTROFILM from Advanced Digital Services in Hollywood, where he served as President. Prior to ADS, Donner managed sales, marketing and business development at several leading post houses including Ascent Media, 4MC and Anderson Video. Donner has long been a champion of film/media restoration, a key service offering at ELEKTROFILM Burbank. He looks at the establishment of ELEKTROFILM Burbank as the opportunity to create a truly convergent digital service center, "As businesses and technologies are coming together at such a rapid pace, ELEKTROFILM is ready to guide content owners, producers and distributors worldwide through the digital evolution. Our mission is to serve as the premier digital media services provider to the entertainment industry."

Huang was most recently Vice President and General Manager of DVD Services at Ascent Media. He also co-founded Todd-AO DVD, and helped to establish the physical facility, organizational structure, and overall business plan. At ELEKTROFILM Burbank, Huang will oversee daily operations as well as the company's full suite of DVD services. According to Huang, "There's a distinct advantage to opening a new facility, but also building on a company with such a tremendous legacy. While the ELEKTROFILM team is comprised of industry veterans, and our company has an established reputation for excellence, as our Burbank venue continues to grow, we have the opportunity to collaborate with our clients to meet the needs of a very dynamic business."

Robert T. Walston, Chief Executive Officer of ELEKTROFILM Group stated, "We are very pleased to have been able to attract the caliber of management we have in Frank and Jeff. Each member of our team has been selected to contribute to the success of ELEKTROFILM - and to the success of our clients."

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ELEKTRONEWS

24.04.06

ELEKTROFILM Burbank Names Management Team

Donner, Huang Tapped to Lead New Digital Services Center
[more]

20.04.06

Digital Services Company**ELEKTROFILM Selects Xytech Systems**

Burbank, CA (April 20, 2006) - ELEKTROFILM has selected the Xytech Enterprise software solution for...
[more]

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BERLIN - BABELSBERG

BERLIN - VFX

BURBANK / USA

**ELEKTROFILM - PASSIONATE ABOUT FILM**

Positioned internationally as a company of the MediciArts B.V. group, ELEKTROFILM is one of the most modern Post-Production Centers for Film, Television and Advertising in Germany. Wim Wenders, Oskar Roehler, Wolfgang Becker and Lajos Koltai all value the special attention, exacting quality standards, impeccable style and respect with which we approach every project. Our offices in Berlin, München, Stuttgart, Leipzig, Cologne and Los Angeles provide individualized coordination, management and support in all phases of your production as well as a complete range of post-production services and facilities, ranging from VFX and sound and dubbing to next generation digital media applications.



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ELEKTRONEWS

14.05.08

Neue Struktur der Geschäftsführung

Anfang Mai 2008 hat

ELEKTROFILM

Deutschland seine Geschäftsführungsstruktur geändert.

[\[more\]](#)

24.04.08

„Unschuldig“ bei ELEKTROFILMDie neue Anwaltsserie „Unschuldig“ ist gestern mit 3 Millionen Zuschauern und somit einer sehr...
[\[more\]](#)

22.04.08

„Waltz with Bashir“ im Rennen um die Goldene PalmeDie deutsch – israelische Koproduktion (dt. Koproduzent: Razor Film) „Waltz with Bashir“ von Ari...
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SERVICES

Global. Digital. Passionate.

Our Digital Media Center in Burbank, California serves as the distribution hub of the ELEKTROFILM family of companies.

As businesses and technologies converge at a dizzying pace, ELEKTROFILM is ready to guide content owners, producers and distributors worldwide through the digital evolution.

Our mission is to serve as the premier digital media services provider to the entertainment industry, offering a customized suite of services designed to bridge the past and future of media.



ELEKTRONEWS

24.04.06

ELEKTROFILM Burbank Names Management Team

Donner, Huang Tapped to Lead New Digital Services Center
[more]

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Digital Services Company ELEKTROFILM Selects Xytech Systems

Burbank, CA (April 20, 2006) - ELEKTROFILM has selected the Xytech Enterprise software solution for...
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EUROARTS

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EUROARTS JOBS

EuroArts Medien GmbH

EuroArts was founded in 1979 by Bernd Hellthaler. The company soon became internationally renowned for producing and distributing audiovisual classical music, jazz and other arts programmes for TV and home video.

EuroArts was also involved in servicing clients in feature film (on some occasions also as co-producer) and television through its post production arm which provided a wide range of services including dubbing, sound mixing, and visual effects. In 2002 EuroArts formally established its post production operation and founded ELEKTROFILM in Berlin and Stuttgart, with a subsidiary in Ludwigsburg.

In 2004 EuroArts Medien GmbH and all of its subsidiaries were acquired by US-based Medici Group, a group of private investors led by founder and CEO Robert T. Walston. Today the company is 100% owned by Medici Arts B.V. (Netherlands).

EuroArts Music International GmbH is part of the Medici Group family of companies dedicated to the production and distribution of audiovisual programming in the classical music and arts arena. EuroArts produces 15-25 programmes per year for distribution in global television markets and on home video. In 2004 EuroArts established its own DVD label and distributes content produced in-house as well as content acquired from third parties.

ELEKTROFILM has approximately 100 employees and operates in Stuttgart, Berlin, Potsdam, Munich, and Leipzig. A new sister company, also branded ELEKTROFILM, was established in Burbank (Los Angeles), California to service American customers. Offering the full range of creative post production and media management services to our clients around the world.

In its history the Group has won numerous creative awards and accolades, including one Emmy Award (and two Emmy nominations), a Peabody Award, a Grammy nomination, a National Education Award (USA), and many more. Feature films which the Group has co-produced or provided services for have participated in globally recognized competitions such as the Cannes, Berlin and Locarno Film Festivals.

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28.3.08

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NEWS

11.02.06

ELEKTROFILM Group and Studio Babelsberg AG form Joint Venture

Helen Chou Named Managing Director and Chief Operating Officer, ELEKTROFILM Group (Germany), Josephine Navarro Named Managing Director and Chief Financial Officer, ELEKTROFILM Group (Europe), Bernd Hellenthal Named Managing Director and Chief Marketing and Business Development Officer ELEKTROFILM Group (Germany) and Marius Schwarz Named Managing Director, TMT Studio Babelsberg Postproduction GmbH - Unterföhring/ Munich.

ELEKTROFILM Group and Studio Babelsberg AG today announced the execution of definitive documentation regarding the joint development, management and expansion of post production operations conducted on the Studio Babelsberg lot in Potsdam, Germany and at TMT Studio Babelsberg Postproduction GmbH in Munich, Germany. The pooled resources of ELEKTROFILM Group and Studio Babelsberg create a unique and compelling offering of services to content creators, owners and distributors in Germany and the United States.

Dr. Carl Woebcken, Chief Executive Officer of Studio Babelsberg AG stated, "Content producers regularly source production resources on a global basis seeking the best combination of facilities, highly qualified staff and competitive cost. We have found a post production partner in ELEKTROFILM Group whose expertise, international reputation and global orientation will enable us to jointly offer services that span the entire media lifecycle and allow us to compete more effectively on the global stage".

Robert T. Walston, Chief Executive Officer of ELEKTROFILM Group stated, "We are delighted to unite our core competencies and growing global services platform to the strong and enduring client relationships enjoyed by the team at Studio Babelsberg and TMT Studio Babelsberg Postproduction. This partnership combines the production resources of Germany's preeminent studio operation, the technical excellence of TMT, a globally recognized and highly regarded content management facility and our own operations in Germany and Burbank."



About Studio Babelsberg AG

Studio Babelsberg, founded in 1912 has been the center of German feature film production since inception. Classic films such as METROPOLIS by Fritz Lang or THE BLUE ANGEL by Josef von Sternberg were shot and completed at Studio Babelsberg. More recently, Studio Babelsberg has attracted the production of global blockbusters such as AEON FLUX or V FOR VENDETTA. Post production operations conducted on the Studio lot include a full range of feature post services including negative developing, digital dailies, picture editorial, visual effects, sound editorial, ADR/Foley and full cinema mixing and rerecording services. Studio Babelsberg was acquired by an investor group led by Dr. Carl L. Woebcken and Christoph Fisser in September, 2004.

About TMT Studio Babelsberg Postproduction GmbH

TMT Studio Babelsberg Postproduction GmbH, the former audio and video department of TaurusMediaTechnik, was the cornerstone of the technical operations of the KirchMedia empire. Today, the state of the art facility

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ELEKTRONEWS

14.05.08

Neue Struktur der Geschäftsführung

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[more]

24.04.08

„Unschuldig“ bei ELEKTROFILM

Die neue Anwaltsserie „Unschuldig“ ist gestern mit 3 Millionen Zuschauern und somit einer sehr...

[more]

22.04.08

„Waltz with Bashir“ im Rennen um die Goldene Palme

Die deutsch – israelische Koproduktion (dt. Koproduzent: Razor Film)

„Waltz with Bashir“ von Ari...

[more]



provides a diverse group of content owners and distributors with a full range of content management services including restoration, mastering, language dubbing, subtitling, versioning and professional duplication. TMT Studio Babelsberg Postproduction GmbH was acquired by Studio Babelsberg in October, 2005.

About ELEKTROFILM Group

ELEKTROFILM Group provides a broad range of technical and creative services to content creators, owners and distributors from locations in Berlin, Stuttgart, Leipzig, Köln and a new purpose built facility in Burbank California. ELEKTROFILM's CEO, Robert T. Walston was the founder and CEO of Four Media Company. Under Mr. Walston's leadership Four Media Company became the industry leader in providing technical and creative services to the entertainment and advertising industry.

Archive

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WRITER'S E-MAIL ADDRESS: dkornstein@kvwmail.com

May 6, 2008

BY FAX AND E-MAIL

J. Joseph Bainton, Esq.
Bainton McCarthy LLC
26 Broadway, Suite 2400
New York, New York 10004-1840

Re: Medici Classics Productions LLC
v. Medici Group LLC

Dear Joe:

I have received your April 25, 2008 letter, as well as your "cease and desist" letters and third-party subpoenas. I write to provide immediately what information I have responsive to your requests.

We regard the "cease and desist" letters sent by you to third parties as improper harassment and a tortious interference with our clients' contracts and business relations with these entities. Our clients will hold your client responsible for any resulting harm. We insist that you withdraw these "cease and desist" letters immediately.

The purpose of the limited jurisdictional discovery authorized by Judge Holwell was to identify the entities relevant to plaintiff's suit and their jurisdictional status. Our April 23 letter to you, enclosing a detailed organizational chart, was meant to expedite this effort. On that chart we identified two entities that produce the products at issue -- EuroArts Music International and Ideale Audience. (The latter owns and operates medici.tv.) A third entity listed on the organizational chart, Medici Arts Limited, is based in the United Kingdom and owns and

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J. Joseph Bainton, Esq.
May 6, 2008
Page 2

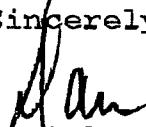
operates mediciarts.co.uk, which distributes "Medici Masters" products on-line.

In response to the requests in your letter, we are informed that:

1. Private Placement Memoranda: there are none.
2. EuroArts Music (North America): There is no such entity that we are aware of. It is a short-hand reference to Tom Baer's occasional role acting as a consultant on behalf of EuroArts Music International. The other entity you asked about, EuroArts Medien GmbH, is a holding company that owns EuroArts Music International, which we identified in our April 23 letter. Tom Baer is not an employee of Medici Group LLC or of EuroArts Music International, nor is he an employee of any other entity affiliated with Medici Group, LLC.
3. Retail Sales: I have attached retail sales figures in the United States for CDs through September 2007, and will provide additional figures as they become available. Our April 23 letter details entities that control the production and distribution of Medici Masters CDs and DVDs.
4. Depositions: Medici Group, LLC designates Rob Walston as its deposition witness on jurisdictional issues. A California resident, he will be available to be deposed in New York only on Wednesday, May 21. As agreed before Judge Holwell on March 14, 2008, plaintiff will not serve Mr. Walston with any litigation papers or process while he is in New York for this deposition.

Regards.

Sincerely,


Daniel J. Kornstein

DJK:ds
Enclosure

Medici Masters Series

	Total Shipped to US (paid for)	Total Sold
MM1 05/07		
MM001-2	685	60
MM002-2	495	54
MM003-2	495	60
MM004-2	585	64
TOTAL	2160	268
MM2 07/07		
MM005-2	450	182
MM006-2	450	154
MM007-2	450	177
MM008-2	450	172
TOTAL	1800	685
MM3 09/07		
MM009-2	600	9
MM010-2	600	10
MM011-2	600	13
MM012-2	600	12
MM013-2	600	13
MM014-2	600	16
TOTAL	3600	73
MM4 10/07		
MM015-2	0	0
MM016-2	0	0
MM017-2	0	0
MM018-2	0	0
MM019-2	0	0
MM020-2	0	0
TOTAL	0	0
TOTAL	7560	1026

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 WRITER'S E-MAIL ADDRESS: dkornstein@kvwpmail.com

May 14, 2008

BY FAX

Hon. Richard J. Holwell
 United States District Judge
 United States Courthouse
 500 Pearl Street, Room 1950
 New York, NY 10007

Re: Medici Classics Productions LLC
 v. Medici Group LLC, et al.
07 Civ. 9938 (S.D.N.Y.) (RJH)

Dear Judge Holwell:

As attorneys for defendants Medici Group, LLC and Robert T. Walston, we request a pre-motion conference with Your Honor regarding certain tactics of plaintiff -- which we view as tortious interference with the business relationships of defendant's subsidiaries -- and to request an amendment of the scheduling order currently in effect in light of the amended complaint plaintiff has filed today.

This is a trademark infringement action, and the plaintiff is operated by a pianist who distributes a small catalogue of his own performances of classical music on five CDs and one DVD under the name "Medici Classics."

To date we have no idea whether plaintiff has sold 3 copies of his own works, or 3000. This is because after the March 14, 2008 preliminary conference, the parties were to focus on

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KORNSTEIN VEISZ WEXLER & POLLARD, LLP

Hon. Richard J. Holwell
May 14, 2008
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jurisdictional discovery. It was (and is) our position that the plaintiff had originally sued parties totally uninvolved in the production of the products he complains about, and who are not amenable to jurisdiction in New York in any event. The March 14 conference set today as the deadline for our motion to dismiss on that ground (and which we have filed).

On April 23, to move forward on the jurisdiction question -- and having not heard from plaintiff since the March 14 preliminary conference -- we provided a detailed organizational chart of the Medici Group companies, and specifically identified the entities that manufacture the products alleged to be infringing.

Plaintiff's response to our April 23 communication is what prompts this request. First, plaintiff issued "cease and desist" letters to entities with whom Medici Group subsidiaries conduct business -- Naxos of America, a music distributor, as well as The New York Philharmonic, and Channel 13. Plaintiff demands these entities cease any participation in any distribution of any product or service produced by the subsidiaries of Medici Group. One of these letters is attached.

Second, plaintiff issued over-broad third party subpoenas to these same entities, but provided so little time to respond as to all but guarantee that the materials requested would not be produced in time for plaintiff to make use of any of them to oppose our motion to dismiss. Response to two of these subpoenas has been adjourned into June.

In response to plaintiff's request, we have also agreed to the deposition of defendant Rob Walston -- in New York, despite his being a California resident who has been to New York only twice in the past 12 months -- on May 21, 2008. Plaintiff is incorrect to suggest, in his letter today, that "Walston's schedule" has prevented a deposition from occurring sooner. Plaintiff waited a month and a half to request it.

Thus, rather than move closer to an answer on the question of personal jurisdiction over the Walston and Medici Group, LLC, plaintiff has delayed in conducting the deposition agreed to at the preliminary conference and, much more important, instituted a

KORNSTEIN VEISZ WEXLER & POLLARD, LLP

Hon. Richard J. Holwell
May 14, 2008
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fishing expedition that does nothing more than harass third parties in a manner that tortiously interferes with, and intentionally damages, the business relationships of our client's subsidiaries.

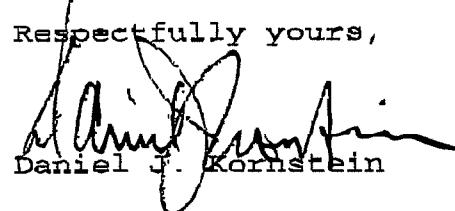
This is unfair. Without any showing that plaintiff and its website are more than simply a vanity project with little to no sales, plaintiff has nonetheless used this suit to harass several major participants in the classical music market, to the detriment of our clients.

We do not dispute that the plaintiff has the right to discovery. The fact is that plaintiff has used the time allotted for jurisdictional discovery not to discover facts relevant to jurisdiction but to engage in unreasonable tactics of intimidation.

Plaintiff's decision to file an amended complaint that adds six other parties, in addition to retaining our clients as named defendants, makes it likely that this action will persist beyond the time frame of the current schedule, and likely that these tactics will continue.

We will therefore ask this Court to amend the scheduling order to (1) stay any discovery not related to the question of jurisdiction until the motion to dismiss as to Medici Group, LLC and Walston has been decided, (2) set up a new schedule for a motion to dismiss as to some or all of the new defendants on jurisdiction grounds, and (3) to bar the plaintiff from issuing further "cease and desist" letters, and withdraw those it has issued already.

Respectfully yours,


Daniel J. Kornstein

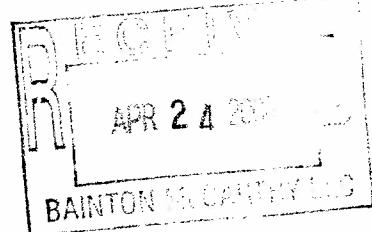
DJK:ds

cc: J. Joseph Bainton, Esq. (by fax)

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April 23, 2008

J. Joseph Bainton, Esq.
Bainton McCarthy LLC
26 Broadway, Suite 2400
New York, New York 10004-1840

Re: Medici Classics Productions LLC
v. Medici Group LLC

Dear Joe:

I have enclosed an organizational chart listing the entities owned by our client. This should expedite plaintiff's discovery efforts, and may obviate the need for a deposition.

As you can see from the chart on the first page, the subsidiaries of Medici Group, LLC are split between Mosaic Digital Studios, LLC and Medici Arts, LLC.

None of the entities on the Mosaic side distribute the products at issue, and they do not make use of the "Medici" name to market or brand their products.

On the other side, Medici Arts, LLC is a holding company (as is Medici Group, LLC). As explained on the third page of the chart, while it is intended that all of the subsidiaries on this side of the business be transferred to Medici Arts, LLC, that transaction has yet to take place because of a tax matter. Only two of those subsidiaries are involved in the distribution of CDs and DVDs marketed under the Medici name -- EuroArts Music



KORNSTEIN VEISZ WEXLER & POLLARD, LLP

J. Joseph Bainton, Esq.
April 23, 2008
Page 2

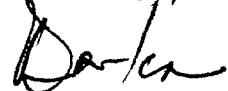
International, based in Germany, and Ideale Audience, based in France.

Medici Group, LLC and Medici Arts, LLC were set up to invest in these entities. Neither Medici Group nor Medici Arts manufacture or distribute the products at issue.

It remains our view that plaintiff has named the wrong defendants. Let me know how you would like to proceed.

Regards.

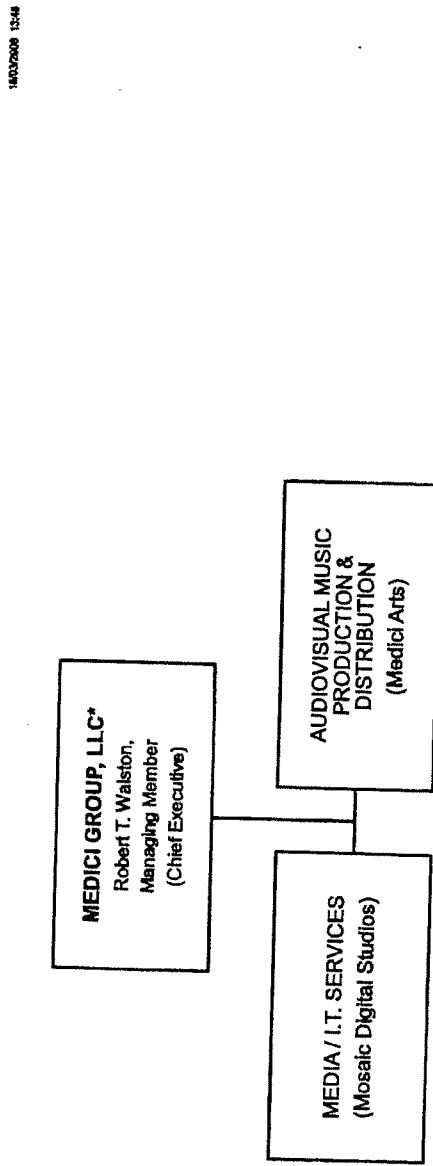
Sincerely,



Daniel J. Kornstein

DJK:ds
Enclosure

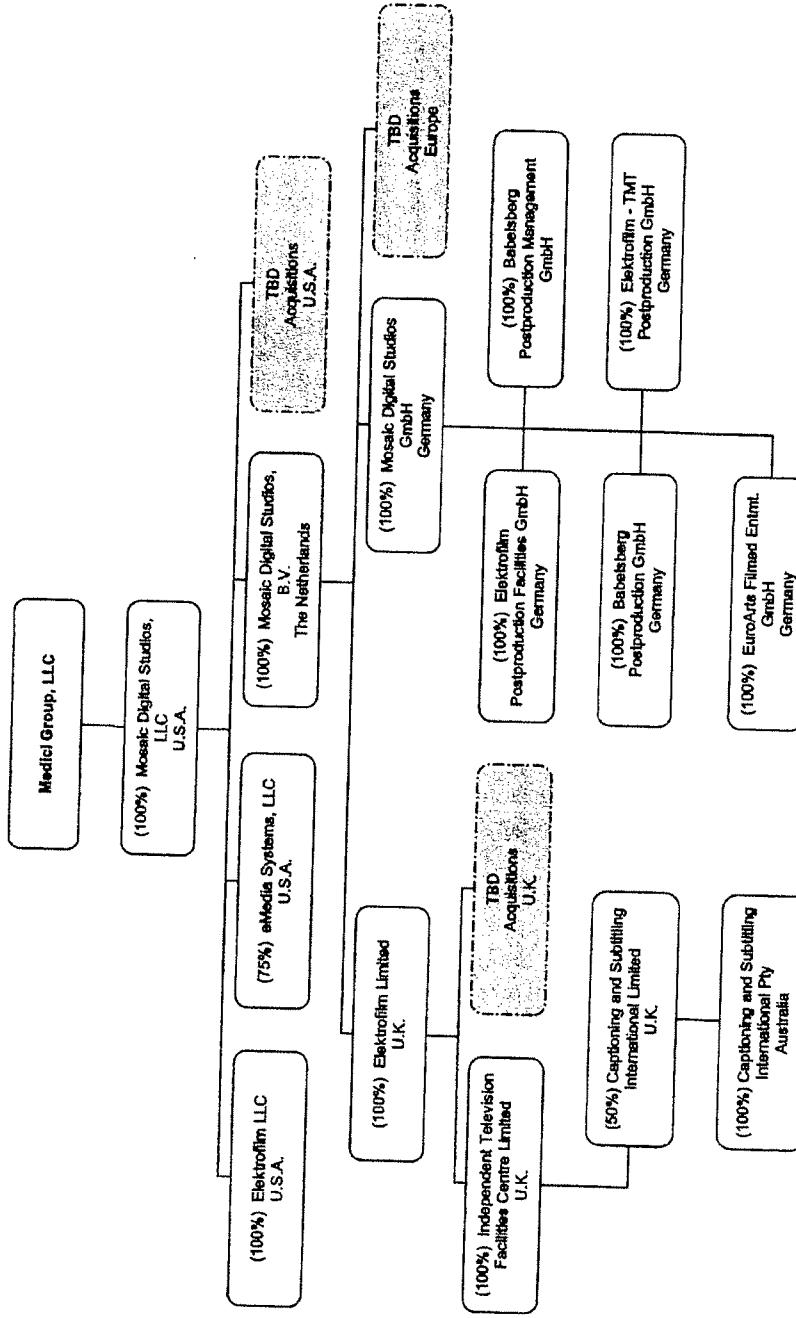
MEDICI GROUP - POST-CORPORATE RE-ORGANIZATION



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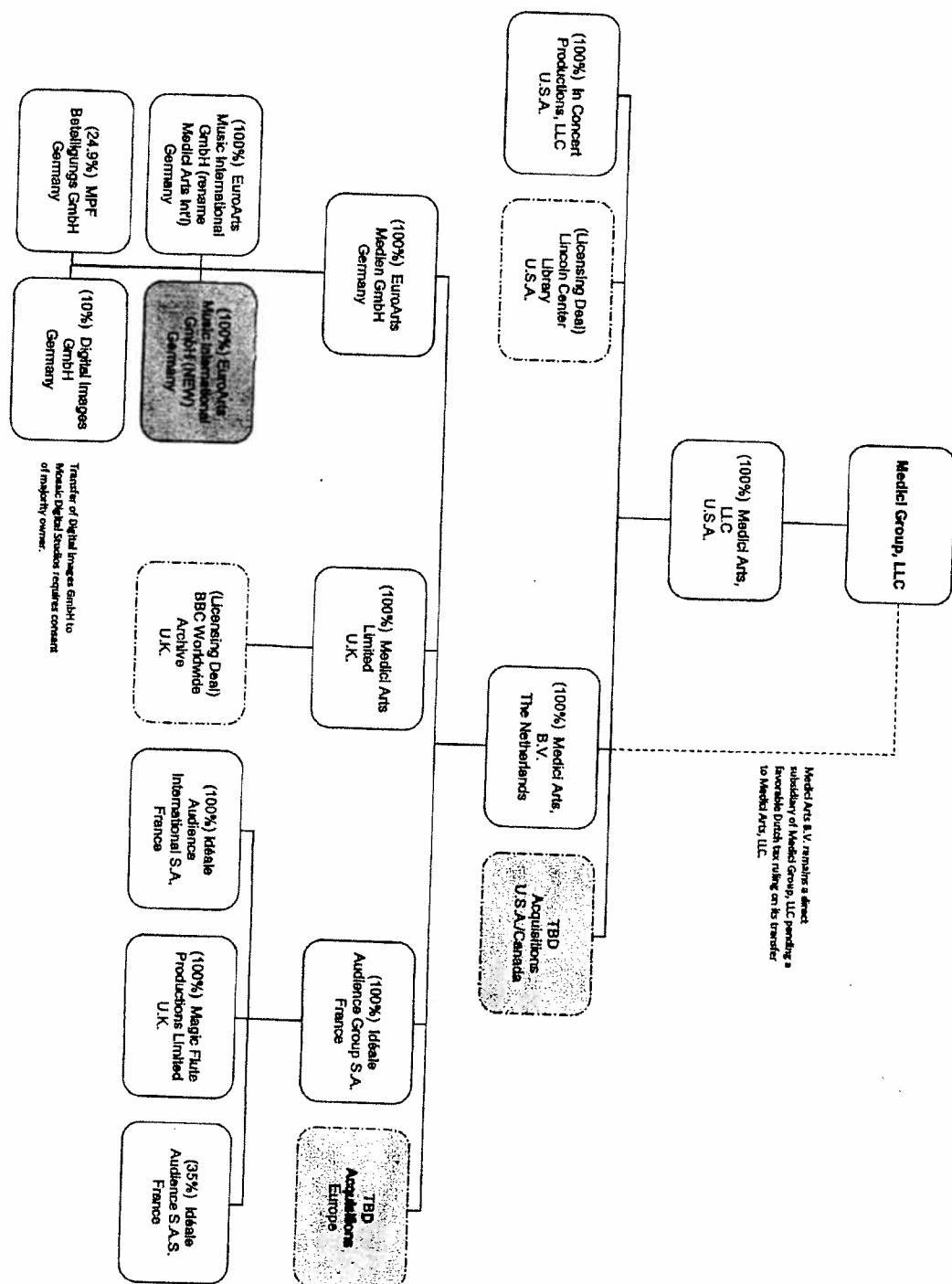
MEDICI GROUP - POST-CORPORATE RE-ORGANIZATION

18/02/2008 13:48



MEDICI GROUP - POST-CORPORATE RE-ORGANIZATION

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OUR TEAM

The Management

Dr. Phillip Frost, M.D.
Chairman of the Board

Dr. Frost has served as our Chairman of the Board since our inception. Dr. Frost has served as Chief Executive Officer and Chairman of the Board of Opko Health, Inc. (formerly known as eXegenics Inc.) since the consummation of its acquisitions of Acuity Pharmaceuticals Inc. and Roptix Corporation on March 27, 2007. Dr. Frost is a member of The Frost Group, a private investment firm. Dr. Frost was named the Vice Chairman of the Board of Teva Pharmaceutical Industries, Limited, or TEVA, in January 2006 when Teva acquired IVAX Corporation, or IVAX, for \$9.2 billion, including assumed debt. IVAX was a multinational company engaged in the research, development, manufacturing and marketing of branded and generic pharmaceuticals and veterinary products. Dr. Frost had served as Chairman of the Board and Chief Executive Officer of IVAX since 1987. Dr. Frost was named Chairman of the Board of Ladenburg Thalmann Financial Services Inc., an American Stock Exchange-listed investment banking and securities brokerage firm, in July 2006 and has been a director of Ladenburg Thalmann Financial Services Inc. since March 2005. He serves on the Board of Regents of the Smithsonian Institution, is a member of the Board of Trustees of the University of Miami, is a Trustee of each of the Scripps Research Institutes, the Miami Jewish Home for the Aged, and the Mount Sinai Medical Center and is Co-Vice Chairman of the Board of Governors of the American Stock Exchange. Dr. Frost is also a director of Protalix BioTherapeutics, Inc., an American Stock Exchange-listed biotech pharmaceutical company, Continucare Corporation, an American Stock Exchange-listed provider of outpatient healthcare and home healthcare services, Northrop Grumman Corp., a New York Stock Exchange-listed global defense and aerospace company, and Modigene, Inc., a development stage biopharmaceutical company. Dr. Frost owns an equity interest in the general partner and in the limited partnership of Peregrine VC Investments II, a private venture capital fund based in Israel that invests primarily in early-stage Israeli technology companies. The Florida Value Fund LLP, a private equity fund focused on mid-market companies in the State of Florida, and Calex Equity Partners, LP, an equity fund with a value orientation. Dr. Frost holds a Bachelor's Degree in French Literature from the University of Pennsylvania, and an M.D. from the Albert Einstein College of Medicine.

Robert N. Fried
President, Chief Executive Officer and Director
(310) 694-8150, ext. 1
rfried@ideationacquisition.com

Mr. Fried has served as our President and Chief Executive Officer and a member of our board of directors since our inception. Mr. Fried is a digital media entrepreneur and accomplished film producer. Since 1990, Mr. Fried has served as President of Fried Films, a motion picture production company he founded in 1990. Mr. Fried has produced or served as executive producer for 15 films, including "Man of the Year" and "Collateral." Mr. Fried's films have won numerous awards, including an Academy Award for the Live Action Short Film "Session Man," the ASCAP award for "Collateral," the Christopher Award for "Rudy," and Emmy, SAG and Golden Globe awards for "Winchell." Mr. Fried has founded several digital media companies, such as Spirit EMX, an internet video content company, and Ideation Mobile Media, a mobile advertising company which is unrelated to us other than through Mr. Fried. Mr. Fried has also served as consultant to numerous entities, advising them on studio slate financings, the formation of independent film production companies, computer animation, theatrical production, Internet planning and general strategic planning and business development. He was an investor in and served on the advisory board of WebTV Networks, Inc., which was sold to Microsoft Corporation for \$425 million in 1997, and Intermix, Inc., owner of Myspace.com, which Intermix sold to News Corporation for \$580 million in 2005. From November 1996 until June 2001, Mr. Fried served as Chairman of WhatsHotNow, Inc., or WHN, an e-commerce service provider to the entertainment and licensed merchandise industries, which he founded in 1996. WHN built and managed e-commerce and direct response commerce operations for major media companies, such as NBC, ABC, Fox, MTV, Comedy Central, Playboy, TV Guide, Sony Pictures, Universal and Paramount. WHN also built and maintained a business-to-business licensed merchandise retail exchange that managed the online product catalogs for over 130 licensee/manufacturers and had over 5,000 retail members. Mr. Fried also served as Chief Executive Officer of WHN from July 1999 until June 2001. From December 1994 until June 1996, Mr. Fried was President and Chief Executive Officer of Savoy Pictures, a unit of Savoy Pictures Entertainment, Inc. Mr. Fried led the turnaround of



Savoy's motion picture and television departments, which included marketing, distribution, business affairs, creative development and physical production. Savoy Pictures Entertainment was sold to Silver King Communications, which is now a part of InterActive Corp, in 1996. From 1983 to 1990, Mr. Fried held several executive positions including Executive Vice President in charge of Production for Columbia Pictures, Director of Film Finance and Special Projects for Columbia Pictures and Director of Business Development at Twentieth Century Fox. Mr. Fried holds an M.S. from Cornell University and an M.B.A. from the Columbia University Graduate School of Business.

Rao Uppaluri, Ph.D., CFA
 Treasurer and Director
 (310) 694-8150, ext.2
rupaluri@ideationacquisition.com

Dr. Uppaluri has served as our Treasurer and a member of our board of directors since our inception. He has served as the Chief Financial Officer of Opko Health, Inc. (formerly known as eXegenics Inc.) since the consummation of its acquisitions of Acuity Pharmaceuticals Inc. and Fropix Corporation on March 27, 2007. He is also a member of The Frost Group. Dr. Uppaluri served as the Vice President, Strategic Planning and Treasurer of IVAX from February 1997 until December 2006. Before joining IVAX, from 1987 to August 1996, Dr. Uppaluri was Senior Vice President, Senior Financial Officer and Chief Investment Officer with Intercontinental Bank, a publicly traded commercial bank in Florida. In addition, he served in various positions, including Senior Vice President, Chief Investment Officer and Controller, at Peninsula Federal Savings & Loan Association, a publicly traded Florida S&L, from October 1983 to 1987. His prior employment, during 1974 to 1983, included engineering, marketing and research positions with multinational companies and research institutes in India and the United States. Dr. Uppaluri holds a B.S. and M.S. in Engineering from Andhra University in India and an M.B.A. and Ph.D in Finance from Indiana University.

Steven D. Rubin
 Secretary and Director
 (310) 694-8150, ext.2
srubin@ideationacquisition.com

Mr. Rubin has served as our Secretary and a member of our board of directors since our inception. Mr. Rubin has served as Executive Vice President-Administration and as a director of Opko Health, Inc. (formerly known as eXegenics Inc.) since the consummation of its acquisitions of Acuity Pharmaceuticals Inc. and Fropix Corporation on March 27, 2007. He is also a member of The Frost Group. Mr. Rubin served as the Senior Vice President, General Counsel and Secretary of IVAX from August 2001 until September 2006. Before joining IVAX, from January 2000 to August 2001, Mr. Rubin served as the Senior Vice President, General Counsel and Secretary of privately-held Telergy, Inc., a provider of business telecommunications and diverse optical network solutions. He was with the Miami law firm of Stearns Weaver Miller Weissler Alhadeff & Sitterton from 1986 until 2000, in the Corporate and Securities Department. Mr. Rubin was a shareholder of that firm from 1991 until 2000 and a director from 1998 until 2000. Mr. Rubin currently serves on the board of directors of Dreams, Inc., a vertically-integrated sports products company, and Cellular Technical Services, Inc., which recently acquired Safeswitch LLC, a medical device company. Mr. Rubin holds a B.A. in Economics from Tulane University and a J.D. from the University of Florida.

Thomas E. Beier
 Director

Mr. Beier has served as a member of our board of directors since our inception. Mr. Beier served as Senior Vice President of Finance and Chief Financial Officer of IVAX from October 1997 until August 2006. From December 1996 until October 1997, Mr. Beier served as Senior Vice President of Finance of IVAX. Before joining IVAX, Mr. Beier served as Executive Vice President and Chief Financial Officer of Intercontinental Bank from 1989 until August 1996. Mr. Beier holds a B.B.A. in Accounting from the University of Miami.

Shawn Gold
 Director

Mr. Gold has served as a member of our board of directors since our inception. Mr. Gold has served as Senior Vice President of Marketing and Content for MySpace.com since February 2006. Before joining MySpace.com, Mr. Gold co-founded Weblogs, Inc., a publisher of professional Internet blogs, where he served as Publisher from November 2004 until February 2006. From August 2000 until July 2002, Mr. Gold served as the President of eUniverse.com, an Internet media company. Before joining eUniverse.com, from early 1999 until August 2000, Mr. Gold served as Vice President of Marketing and Communications of WHN. From 1997 until 1999, Mr. Gold served as head of strategic planning at Rare Medium, where he created the inaugural interactive communication strategies for P&G, General Foods, Mattel and Nestle. From 1995 until 1997, Mr. Gold founded and served as general manager for Icon New Media's advertising division, publishing Word.com and Charged.com, where he created the first interstitial ads on the web and an industry-leading advertising system based on time rotation and contextual integration. He started developing interactive content in 1992 as a partner with TouchTunes Interactive, a telecommunications music marketing service in the USA, Japan and New Zealand. Mr. Gold holds a B.S. in Finance from Syracuse University.

David H. Moskowitz
 Director

Mr. Moskowitz has served as a member of our board of directors since our inception. Mr. Moskowitz has practiced law at his firm David H. Moskowitz & Associates since 1984 and has practiced law for more than 40 years. Mr. Moskowitz holds a B.S. in accounting from Pennsylvania State University, an L.L.B. from Villanova University and a D.Phil. from Oxford University.

Special Advisors

Thomas H. Baer

Mr. Baer has served as a director of Medici Arts, B.V., or Medici, a Netherlands holding company, since its creation in September 2004, and as the Vice Chairman of Medici Arts, LLC since January 2007. Medici and its subsidiaries own EuroArts Music International and Idéale Audience, companies that produce and acquire audiovisual content in the classical and popular music fields and distribute libraries of audiovisual content that it owns or licenses, and

Elektrofilm, a media services company engaged by content owners and producers to perform post production, distribution, digital media and library services. Before joining Medici, Mr. Baer served as a consultant to the chairman and chief executive officer of Liberty Livewire, predecessor to Ascent Media, a media services company, from 2000 until 2001, and as a director of Four Media Company, prior to its acquisition by Liberty Livewire in 2000. After serving as an Assistant United States Attorney for the Southern District of New York from 1961 until 1966, Mr. Baer founded Baer & McGoldrick, now Schulte, Roth and Zabel, a law firm with offices in New York and London, where he practiced in the litigation, corporate, mergers and acquisitions, and entertainment fields from 1969 until 1980, first as a member of the firm and then as counsel to the firm. Since 1983, Mr. Baer has been active as a motion picture producer and as an executive in the entertainment and media space in partnership with Michael H. Steinhardt. In 1994, Steinhardt Baer Pictures Company, of which Mr. Baer is a General Partner, acquired a minority interest in October Films, which has since been acquired by Universal Pictures. Since 1983, Mr. Baer has served variously as president of Kings Road Productions and as a contract producer at Orion Pictures Corporation and Universal Pictures. Mr. Baer is a graduate of Tufts University and Yale Law School.

Jarl Mohn

Mr. Mohn, also known as Lee Masters, currently serves as Chairman of the Board of CNET, a on-line publisher of special interest content. Mr. Mohn also currently serves on the board of several media companies, including The E.W. Scripps Company, XM Satellite Radio Holdings Inc. and MobiTV, a television programming provider for mobile telephone companies. Mr. Mohn founded and served as President and Chief Executive Officer of Liberty Digital, Inc., a publicly-traded company that invested in mid-stage interactive television, cable networks and internet enterprises, from June 1999 until March 2002. Before joining Liberty Digital, from January 1990 until December 1998, Mr. Mohn founded and served as President and Chief Executive Officer of E! Entertainment Television. From 1986 until 1990, Mr. Mohn served as Executive Vice President and General Manager of MTV and VH1. Prior to his career in television, Mohn enjoyed a successful 19-year career in radio, where he was a disc jockey, programmer, general manager and owner of a group of radio stations.

Barry A. Porter

Mr. Porter is a co-founder and a Managing General Partner of Clarity Partners L.P., a private equity firm focused on investments in media, communications and business services. Clarity's transactions have included growth investments, leveraged acquisitions and build-ups, joint ventures, and recapitalizations. Mr. Porter also serves on the investment committee of Clarity China, an affiliated private equity firm focusing on investments in the greater China region. Before the formation of Clarity, Mr. Porter was a Managing Director of Pacific Capital Group from 1993 until 1997. While at Pacific Capital Group, Mr. Porter was a co-founder of Global Crossing, a telecommunications company, and he served in a variety of senior executive positions at Global Crossing from 1997 to 2000 and on that company's Board of Directors. Before joining Pacific Capital Group, Mr. Porter was an investment banker at Bear, Stearns & Co. Inc. from 1986 until 1993, where he became a Senior Managing Director and was a co-head of the media and communications practice, head of the gaming industries group and an active participant in the firm's high-yield activities. Before joining Bear, Stearns & Co. Inc. Mr. Porter was an attorney at Wyman, Bautzer, Rothman, Kuchel and Silbert in Los Angeles from 1983 until 1986, where he focused on media and entertainment matters. Mr. Porter currently serves as a director on the board of directors of BASE Entertainment, Liberation Entertainment and Westec InterActive. He is also involved in a variety of community organizations and is on the Board of the Independent School Alliance for Minority Affairs and on the Board of Public Counsel. Mr. Porter holds a J.D. and M.B.A from the University of California, Berkeley, and a B.S. in Finance and Political Science from the Wharton School of Business, University of Pennsylvania.

Consultant

Michelle Crames

Ms. Crames is a digital media entrepreneur and consultant. As co-founder and CEO of Lean Forward Media LLC, Ms. Crames produced the award-winning interactive movie CHOOSE YOUR OWN ADVENTURE®: THE ABOMINABLE SNOWMAN, and co-developed the Up2U™ technology that enables viewers to control the storyline with their DVD remote control. Ms. Crames and her company have been featured in publications such as The Wall Street Journal, USA Today, Harvard Magazine, the LA Times, and Life Magazine. Lean Forward Media won first place out of hundreds of entries in Venture Bowl 2004, the largest business plan competition in the country, resulting in a multi-million dollar venture capital deal. The same year Ms. Crames opened the NASDAQ, and was named by Forbes the Future Capitalist of the Year. Ms. Crames has worked for and consulted to Warner Bros., The Walt Disney Studios, Content Film, and a variety of industries in the U.S. and abroad. Ms. Crames led online marketing and partnerships for EqualFooting/Equidity.com, and was a consultant with McKinsey & Company. At McKinsey, Ms. Crames developed and communicated strategic plans to clients, including working on a global branding study, and leading a client team to launch a new \$200 million marketing program. Currently, Ms. Crames serves on the advisory board of SPICE, a multi-billion dollar media conglomerate based in Asia, and on the Board of Directors of Cellebrum, a Lehman Bros.-funded mobile value added services provider based in Delhi. Ms. Crames also serves on the Board of Directors of the Film Advisory Board. Ms. Crames has a B.S. dual degree in Operations Research & Industrial Engineering, and Hotel Management from Cornell University, and received an MBA from the Harvard Business School in 2003, where she was awarded the Robert F. Jasse Award by the Entrepreneurship faculty as the graduating student most exemplifying strong entrepreneurship and leadership skills.



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Entity Details

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File Number: **4238162** Incorporation Date / Formation Date: **10/19/2006**
 (mm/dd/yyyy)

Entity Name: **MEDICI ARTS, LLC**

**LIMITED
LIABILITY
COMPANY
(LLC)**

Entity Type: **GENERAL**

Entity Kind:

DOMESTIC

State: **DE**

REGISTERED AGENT INFORMATION

Name: **NATIONAL CORPORATE RESEARCH, LTD.**

Address: **615 SOUTH DUPONT HWY**

City: **DOVER** County: **KENT**

State: **DE** Postal Code: **19901**

Phone: **(302)734-1450**

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About Us

Medici Arts, a producer and distributor of music and arts related audiovisual programmes, acquired the Audio Visual Division of IMG Artists in January 2007 to form Medici Arts UK Limited. Prior to this date, the division had been formed in 1998 by Stephen Wright, then Managing Director of IMG Artists and John Patrick, for over 30 years a senior executive at EMI, to originate, produce and distribute the BBC Legends label. In 2002, the division initiated the acclaimed Great Conductors of the 20th Century series in collaboration with EMI as well as the Boston Symphony Centenary (2001), Royal Stockholm Philharmonic Orchestra (2004) and La Scala commemorative archive (2006) sets. In addition to this, division created the Classic Archive DVD series with Ideale Audience in Paris which is currently marketed and distributed by EMI. In 2005, the division signed a major contract with the Royal Opera House Covent Garden to source, produce and market their archives worldwide under the Heritage name.

After the acquisition by Medici Arts in January 2007, Medici Arts UK Limited was re-organised into Medici Audio under John Patrick (Director) with Jules Hammond (Product Manager) maintaining its exclusive contracts with BBC Worldwide to compile, produce and internationally distribute the award winning BBC Legends archive label (currently 250 titles sourced from the BBC's own archive from 1938 to the early 1990s) and the Royal Opera House, Covent Garden's Heritage series (rare archive recordings from the early 1950s to the late 1990s) in collaboration with BBC Radio 3. In May 2007 Medici Audio launched its own mid-price Medici label which includes archive material licensed from the European broadcasters such as WDR in Cologne and major record companies like EMI Classics etc. In addition, other special audio projects for Medici Arts will also be handled by Medici Audio.

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ALESSIO BAK: First prize 2000 Leeds, First Prize Hamamatsu – Study/ Achucarro/Dallas & Sienna – London Phil, Dallas & NHK Sym - Rattle, Atsop - Verhier, Ruhr Festivals – Warner, Naxos, Fonote	MASSIMO BALESSI: Faculty Montclair State Univ. – Studies with Rose/Mannes College, C. Keene/Manhattan School of Music – Kościuszko Fdn.
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Gramophone Magazine March 2004

Rose's Schumann Blooms. Powerful Schumann playing is allied to a wide-ranging, imaginative response

Fanfare Magazine May 2004

Finally, there is Rose's reading of the "Wanderer" Fantasy, which is everything it should be—technically adept, fiery, meltingly lyrical in the piercing slow movement, and in brilliant command of the keyboard in the fugal finale. This performance of the "Wanderer," perhaps Schubert's best known large-scale piano composition, so beloved by audiences and so often recorded, ranks among the best.

New York Times July 2004

He stretched and shaped Schubert's melodic phrases with an extremely free sense of rhythmic rubato. Mr. Rose tore into the work (Brahms' f minor Sonata), fearlessly playing the opening flourish, with its leaps from thunderous low octaves up to brawny outbursts of chords.

New York Sun July 2004

This was a piano concert for piano lovers, and Mr. Rose is one of the finest poets of the keyboard.

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NEW YORK TIMES – Allan Kozinn, July 2006

Romanticism That Is Not Just Incurable, It's Contagious

"Jerome Rose, the festival's founder and director, gave the opening recital on Sunday evening in a program calibrated to his strengths, which include the sonic heft, broad gestures and grand scale of Romanticism... Mr. Rose closed the first half of the program with a thundering account of Schumann's G minor Sonata that put the music's audacious outbursts into high relief, but didn't skimp on its gentler qualities, like the singing melody line in the Adagio. Similar qualities – with a greater emphasis on poetry and lilting themes than on thunder, though there was some of that as well – enlivened the four Chopin Ballades."

THE NEW YORK SUN – Fred Kirshner, July 2006

Our Last Romantic

"Every generation has its 'last Romantic', a pianist who captures, to an extraordinary degree, the windswept spirit of the late 19th-century Lisztian camp. Josef Hofmann was the first last Romantic, bringing into the 1930s and '40s the wisdom of the previous century. A decade later, Vladimir Horowitz followed suit. The 1960s brought Artur Rubinstein, who learned from masters who learned from masters of the original stripe. And in more modern times, the last Romantic was the cult figure Shura Cherkassky. Jerome Rose might be considered the last Romantic of our own age... This unique recitalist soundly traversed Robert Schumann's notoriously devilish Sonata in G minor, op. 22, ...and everything about Mr. Rose came together for a memorable reading of Chopin's Four Ballades."

GRAMOPHONE – Bryce Morrison, August 2005

Fiery Liszt from Rose

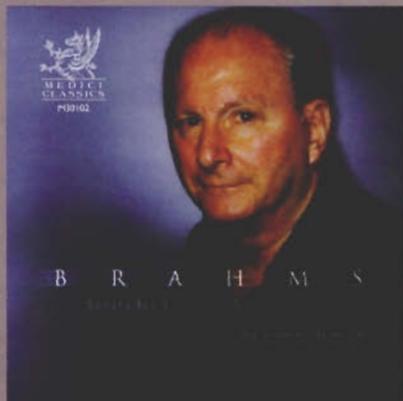
"Plenty of dazzling moments, as befits a virtuoso, but fine musical sense, too – Jerome Rose... has returned with a vengeance, recording many of the greatest masterpieces of the repertoire. Rose sees it (the Sonata) in a lucid, modern perspective, never labouring his points, but balancing sense and sensibility with enviable clarity and assurance."



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Jerome Rose, piano

LISZT
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Franz Liszt Society of Budapest, Hungary
Jerome Rose, piano

FONO FORUM (Germany) – Ingo Harden, July 2005

"Rose's interpretations are exquisite, as are the repertoire selections...Rose's playing exhibits tonal and interpretative completeness...he has developed a rhythmic flexibility, which treats the rubato un-academically, so that one is reminded of live performances rather than studio-bound productions."

JEROME ROSE: Founder/Director: International Keyboard Institute & Festival (July 15-29, 2007)

Faculty: Sommerakademie Mozarteum-Salzburg (August 2007)

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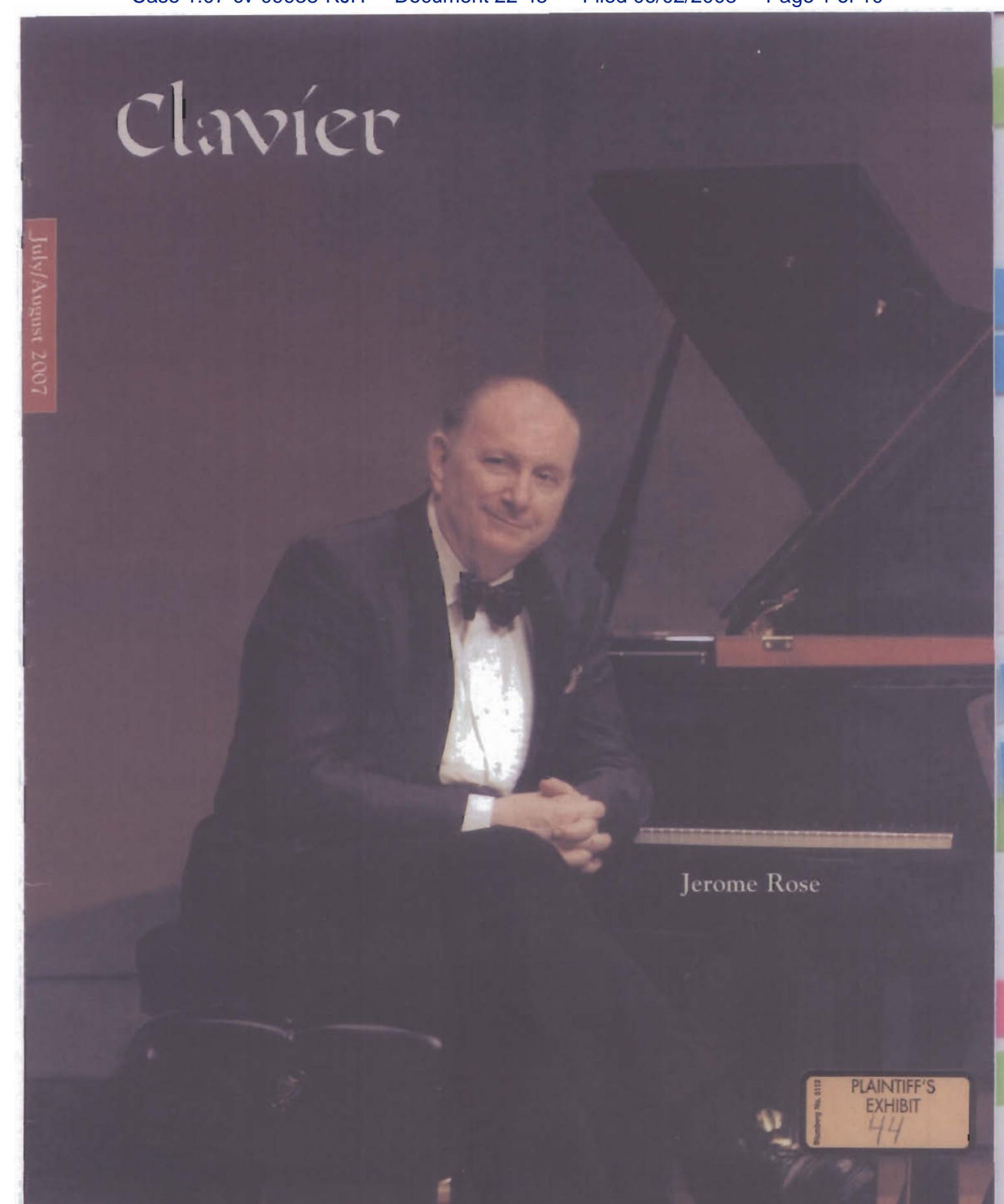
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Clavier

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Jerome Rose

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*Cover photograph of Jerome Rose
by John Landolfi*

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"The work of an artist is to understand the message behind the music and then interpret it for audiences – that is what art is all about. The moment a pianist touches the instrument there should be something magical in the sound. It does not matter if it's one note or two.."

– Jerome Rose

Photo by John Landolfi, Courtesy International Keyboard Institute and Festival





"Piano performance is like a Broadway show that repeats every night with a different audience. You have to hit the mark every night."

Rose with Leonard Shure, "who spent an unearthly amount of time on one phrase, which forced me to hear the details in the score and to create beautiful phrases."

Jerome Rose

by Patrick Meanor

Romanticism is playing on the edge – playing as though your life depends on it,” says distinguished American pianist Jerome Rose. “In a performance it is important to create moments that transcend conventional interpretations, even though they may not feel comfortable or secure. There is a certain feeling of madness – otherworldliness – that the great composers felt deeply when they wrote for artists to express.”

Patrick Meanor is professor of English at the State University of New York, Oneonta, where he has taught for 33 years. He has written or edited eight books and nearly 160 essays, articles, and reviews; and his C.D. reviews are in Listener Magazine and Fanfare. He has also published interviews with pianists Cécile Ousset, Idil Biret, Leslie Howard, Cyprien Katsaris, Alexis Weissenberg, Sergei Babayan, Alexander Toradze, Jean-Yves Thibaudet, and violinist Nadja Salerno-Sonnenberg.

Rose learned about those moments early in his career. They led to a debut at the age of 15 with the San Francisco Symphony during the time he studied with Adolph Baller. Rose later coached with Leonard Shure (a pupil of Artur Schnabel) and Rudolf Serkin at the Marlboro Festival and graduated from the Mannes College of Music and The Juilliard School. He was also a Fulbright Scholar in Vienna.

While still in his 20s, Rose won first prize at the International Busoni Competition in Italy. He has performed with such orchestras as the Chicago Symphony, Berlin Philharmonic, and the Royal Philharmonic and has recorded the works of Beethoven, Schubert, Schumann, Chopin, Liszt, and Brahms.

In 1999 Rose founded the International Keyboard Institute and Festival in New York City, which this year will include 42 guest pianists and 28 concerts, July 15-29, at Mannes College. The event gives pianists

from around the world the chance to meet, hear great performances, and attend masterclasses by prominent musicians. Rose is a faculty member at Mannes College, and in 2001 he was awarded an honorary doctorate degree from the State University of New York for lifetime achievement in music.

What were some important lessons you learned as a student?

My teachers gave me the ability, the musical discipline, to study and to arrive at an interpretation on my own. They encouraged me to think and study independently. I often tell students that how they practice is how they play, and how they study is how they interpret. Performance takes a thorough knowledge and understanding of how music is constructed and how it should be interpreted. The goal is to take a score and make it come alive, but many students today are hesitant to assume responsibility for an interpretation. They often expect to

be told how to play every phrase of a piece. This limits their growth in becoming mature artists.

Each of my teachers infused my ears with great playing. Leonard Shure did not move on to the next phrase unless a student absolutely mastered the first phrase. He spent an unearthly amount of time on a phrase, which forced me to hear the details in the score and create beautiful music.

What difficulties do you notice in piano students today? Are their problems musical, technical, or a combination of both?

Students and artists have the same problem, and that is how to make the music come alive and do it on a daily basis. I give students a tremendous amount of independence so they develop musically and emotionally to become great performers. Once they walk out on a stage, they face an audience alone, but they also face themselves and are responsible for the music.

The message I tell students is that audiences want pianists who will fill the hall with sound and who are exciting. Playing in a living room or a studio is not the same as performing with an orchestra in a large concert hall.

Pianists need a strong personality to play in front of an orchestra of 60-100 musicians. Many soloists seem to disappear in front of an orchestra rather than fill up the stage with personality and sound.

How did the great pianists like Gieseking and Moiseiwitsch keep up their vitality as performers? The sheer act of having to travel and play in different cities every second or third night is difficult.

Piano performance is like a Broadway show that repeats every night with a different audience. You have to hit the mark every night. At the same time, the more pianists perform, the more they learn to cope

with the pressure and adjust their lives. I still remember Jorge Bolet, whose only compliment to himself was, "Well, not bad." He would never say a performance was good. It is similar to watching Tiger Woods

lifelong experiences into minutes, and other great arts, such as painting and films, do this as well.

Pianists need to understand that music is drama. A pianist becomes a single actor on stage who makes



Rose at the piano in a rehearsal with cellist Pablo Casals, the Marlboro Festival, about 1956.

become angry after missing a shot. He sets a certain standard and wants to meet it.

What are the qualities of great pianists?

Truly great pianists have something profound to impart about the world through music. Every artist is in some way a philosopher, a highly developed messenger whose technique helps him to communicate through the instrument in a meticulous way.

It is difficult to convey the truly great messages of composers. I believe music is a condensation of life; it is autobiographical – a statement of intellectual prowess. A musical work can encapsulate



"I am the son of what some people refer to today as a piano mother; my mother adored music and was always involved with music, so my future as a pianist was sealed before I was born."

music come alive in dramatic ways. I'm talking about well-thought-out interpretations, with nothing exaggerated or artificial.

One of my favorite sayings is, "You play who you are." Schnabel once said to his students, "You play with as much Beethoven as you have in you." This has a lot to do with a pianist's experiences in life and his understanding of other people. Beethoven brought a lifetime of human experience to his music, with each score composed as a dramatic script interpreted through sound.

The work of an artist is to understand the message behind the music and then interpret it for audiences — that is what art is all about. The moment a pianist touches the instrument there should be something magical in the sound. It does not matter if it's one note or two.

Wiessenberg said the minute Rubinstein touched the piano, it was like being cushioned in radiance. One note would do it.

I remember that Rubinstein performed the F minor Nocturne as one

beautiful legato passage with just one finger; he catapulted the sound into a hall. Rubinstein understood the need to fill every corner of the hall with sound, and he was able to blend one note into the next.

Do you specialize in playing certain repertoire?

I believe pianists should be able to play anything, even if they don't have an affinity for a piece or musical style. By learning how to perform a work with conviction, they grow as musicians. Pianists should master every style, including contemporary music.

Of course there are pieces and composers one person plays better than others, but playing only what is comfortable diminishes a pianist's education and growth. I encourage students to explore a variety of musical styles because it will only help them. I often think of the actor Sir Lawrence Olivier, who threw himself into all types of characters and different roles — even those that were perhaps foreign to his personality and training.

As a young pianist growing up, I remember not being particularly interested in the music of Franz Liszt, until I received a contract to record his music. I agreed to the contract and ended up recording all the major repertoire by Liszt. It became a great event in my life, and studying this repertoire helped me in performing other works. I learned the value of mastering each musical style and knowing what makes them distinct.

What are your early musical memories?

I am the son of what some people refer to today as a piano mother; my mother adored music and was always involved with music, so my future as a pianist was sealed before I was born. Her father was a music critic in New York, and my brother was a superb violinist.

I grew up in San Francisco and as a child heard everyone who performed there — Benno Moiseiwitsch, Arthur Rubinstein, Solomon, and Walter Gieseking, Vladimir Horowitz, and William Kapell as well as Heifetz, Oistrakh, and Rostropovich. The

Continued on page 34

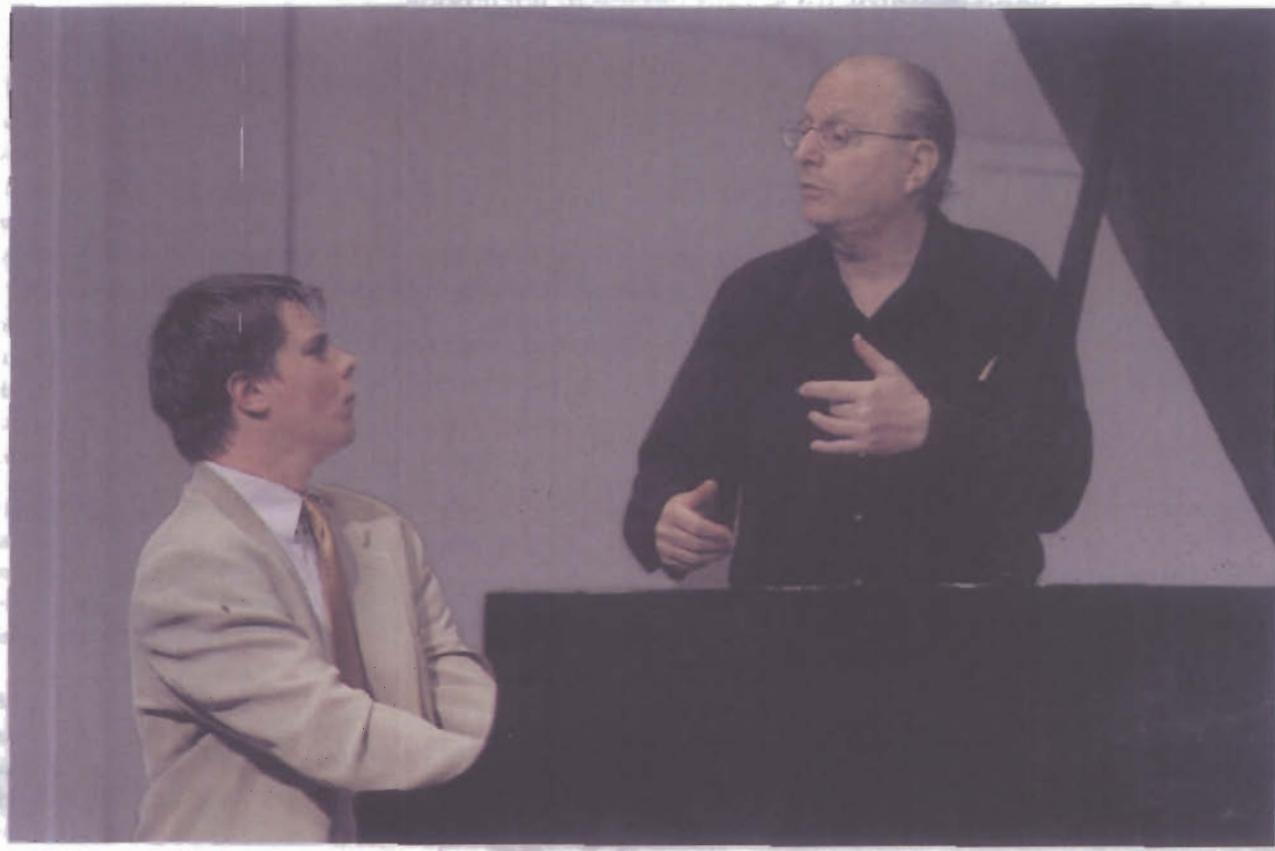


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JEROME ROSE, cont'd from page 18

opera house was a second home before we moved to New York. My earliest teacher was Marvin Maazel, an exceptionally fine pianist whose career was sadly interrupted during World War II.



A youthful Rose with Arthur Fiedler

Years later I discovered a book that listed Maazel as one of the brilliant young pianists of his time. I studied with him from the age of five and had my first concert when I was six; at age seven I played Bach Inventions for another concert. I still remember Maazel sitting in a chair, smoking cigars and teaching. He was the uncle of conductor Lorin Maazel.

At age nine I moved to Berkeley to study with Marcus Gordon, a former pupil of Rosina and Joseph Lévinne. Later, when Gordon went on an extended concert tour, I studied with Harold Logan, who had spent many years in Berlin with Egon Petri. Logan was a great friend of William Kapell and was devastated when Kapell's plane crashed outside of San Francisco in 1953.

A critical time in my development was the four years I studied with Adolph Baller. He had accompanied and toured with violinist Yehudi Menuhin during World War II. During that time I also studied harmony, counterpoint, and music history at the San Francisco Conservatory of Music, which helped my development and understanding of musical structure. These subjects are valuable because young pianists need to know

how a piece is put together to play it convincingly.

Baller introduced me to Rudolf Serkin, who invited me to Marlboro in 1956. Serkin said I should go to New York to study with Leonard Shure, who was an assistant to Artur Schnabel.

Shure was a great friend of Leopold Mannes and taught both private and college students, so I went to the Mannes College and finished a degree in three years.

Juilliard accepted me as a chamber music major, but I still had to pass piano examinations. I studied chamber music with the Juilliard Quartet and piano with Claus Adam, who was the cellist of the Juilliard Quartet.

One of the most memorable concerts of my life was Rubinstein's performance at Carnegie Hall,

when a friend and I tried to get tickets last minute. The only seats left were on stage, so we sat just six feet away from him. I think he felt the energy and attentiveness of the audience that day, because he often looked at us.

What inspired you to start the International Keyboard Institute and Festival?

The motivation came from other festivals I created, beginning in 1981 with The Romantics in London, England. It featured music, poetry, fine arts, and theater in 45 events held in five days. The second festival in 1986 recognized the 100th anniversary of Liszt's death; in 1997 the Library of Congress invited me to create a festival with music and lectures for the 200th anniversary of the birth of Schubert and the 100th anniversary of the death of Brahms.

The International Keyboard Institute & Festival began in 1999 at the Mannes College of Music where I am a faculty member. The idea was to provide an in-depth study of the piano that had never before accomplished in a summer festival.

What was the scope of the first festival?

It had about 50 students from around the world with lessons and daily concerts. All the lessons were taught as masterclasses and open to anyone to

walk in and out at any time, so students could participate in the vast piano repertoire and observe various styles of teaching.

The festival has grown and today has an enrollment of 150 students and 42 professional performers and faculty, and there are 28 concert events. There would be no festival without the help of Dorothy MacKenzie, a wonderful woman from Ohio, who supports the arts. She has helped me by offering student scholarships and personal assistance to countless families and friends. She is truly one of the finest individuals I know.

Would you please share some memorable highlights of past festivals.

The most memorable was the concert given in recognition of Rosalyn Tureck, a prominent harpsichordist and pianist and an important person in the history of the keyboard. I had engaged her to appear in the 2003 festival, but several months before the performance date she became too ill to play, so we agreed to an interview on stage. Her health continued to deteriorate so instead of the interview, friends spoke about her and several favorite students performed. David Dubal was the moderator of the event.

The recorded tape of this homage was on its way to Rosalyn Tureck when I received a notice that she died ten minutes after the tribute to her ended. It was as though she needed to stay alive to witness the event.

The next most memorable moments were the performances and interviews with Earl Wild in his 90th year, which was like seeing the history of the piano come alive on stage. We were lucky to present György Sándor in one of his last appearances and equally blessed to have Alicia de Larrocha on stage.

In 2002 Ruth Slenczynska shared her personal account of studying with Rachmaninoff, Schnabel, and Cortot in a concert and interview.

Do you ever wish you pursued a career in an area other than the piano?

Every day of my life. You need to understand that a person who does well has an increasing responsibility to keep the standard high. This is true for any profession. In the world of classical music, concert artists cannot accept slipping back to a lesser level of technique or musicianship.

The more a person knows, the greater his knowledge and responsibility. There are also greater pressures and greater expectations. □



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D.V.D. Review



When I first heard Jerome Rose in 1989, the West Coast pianist had come to give a workshop on the arrangements of 12 mazurkas for voice and piano made by Pauline Viardot, the great mezzo-soprano who was Chopin's friend.

In our interview then I found an eager, erudite mind of sensibility and bursting ideas. Rose steered his career by his personal interests, doing things for their own sake, like recording more Liszt than anyone had, before the Liszt revival. His early performances showed a builder, whose every note fit into his entire plan. You always felt his grand design, though sometimes the seams showed.

TEACHING PIANO WITH IMAGERY Continued from page 13

just love the medium. I am not an expert on Bach but love his music. What matters is that teachers borrow ideas from many human experiences to inspire the imaginations of students, and great works of art should be among those experiences.

I once taught Arnold Schoenberg's *Six Little Piano Pieces*, Op. 19 and used "Animated Landscapes" by Spanish surrealist Joan Miró (1893-1983) and Salvador Dalí's (1904-1989) "The Persistence of Memory," with its famous image of melting clocks to convey musical ideas to students. Both paintings helped students to understand the strangeness and primeval spirit in the Schoenberg work, where tonality is nonexistent.

The Miro painting gives me the feeling of looking at a droplet of water under a microscope, with bacterial-looking figures that seem to float aimlessly in space. Dalí painted a distorted world, as though the image was some kind of hallucination.

A painting by American Jackson Pollock (1912-1956), "Autumn Rhythm (number 30)," best expresses the

Twenty years later Rose is still the builder, with plenty of artistic growth to show on his first D.V.D., *Jerome Rose Plays Chopin, Live in Concert*. Happily given to Chopin's idea of *bel canto* in six of the composer's most expansive compositions, he comes on stage, faces his audience, eyes half closed with a blissful smile, and sits for Chopin's first Ballade in G Minor, Op. 23. The born storyteller senses the poetic power of the legend about to unfold and dives head first into the narrative stream. Gone are the seams.

Rose trusts his intuition and lets the music well from inside, guiding each phrase by subtle rubatos or restraint, phrases whose end notes bloom organically into new phrases, ideal for ballades. The Ballades to come are in the order Chopin composed them: Ballade #2 in F, Op. 38; Ballade #3 in A_b, Op. 47; Ballade #4 in F Minor, Op. 52, weeping chromaticism like a Divine Comedy of human dreaming.

In each ballade Rose knows and clearly shows the exact means. He suspends a note, pedals a pause that

sense of chaos that is sometimes present in much atonal music. Russian painter Wassily Kandinsky (1866-1944) is similar in chaotic expression.

While it is great to share reproductions of great paintings in art books, it is more exciting for students to see paintings in person. I ask the parents to take their children to an art museum at least once each semester to become acquainted with the paintings of great artists. The students then share their museum experiences with me during lessons. If parents give me advanced notice about the visit, I recommend specific paintings or styles of art to see, depending on the pieces the student is studying.

Many of the large metropolitan cities have a wide choice of museums to visit, such as the Metropolitan Museum of Art, the Frick Collection, The Museum of Modern Art, and the Morgan Library in New York City. The imagery in great paintings can help to clarify concepts of sound, emotion, and movement in music. Jean-Antoine Watteau created paintings that show gaiety and lightness of heart, and portraits by Thomas Gainsborough personify elegance and long lines that are applicable to music.

turns dreams to nightmare as the lulling dance rhythm accelerates, only to crash in a resonant silence. Rose makes it happen every time.

The artist's combination of long vision with articulate detail works as well for the two Chopin sonatas that end the D.V.D. — the dramatic, conflicted Funeral March Sonata, Op. 35 in B_b Minor and the angelically lyrical B Minor Sonata, Op. 58, where Rose sings every note of an endless melody in a *bel canto* style.

Rose's timing of tensions is superb. He builds with achingly gradual restraint through the dominant harmony that returns the prodigal theme at last intact. It is doubly affirmative, symphonically augmented to the relief of all — in a wash of Romantic agony. The D.V.D. is full of such moments, and you will want to hear it again and again.

As an extra, Rose speaks with his friend David Dubal about Chopin's genius, full-bloom in his early concert pieces and strongly individual to the end. (Medici Classics/V.A.I. M50019)

— Robert Dumm

The tranquil landscapes of the Baroque Netherlands portray an atmosphere of the open space filled with fresh air. In addition to "The Wedding Dance," Bruegel painted many scenes of everyday peasant life — working in the fields, a banquet, the market, children playing. Turner's works are luminous, whereas Delacroix painted with coloristic ferocity and Pollock created chaos on each canvas.

These are priceless sources of imagery that can stimulate the imaginations of students to play with a sense of style, movement, joy, or sorrow. Once a student gets past note learning and masters the technical difficulties in a piece, the imagination is left — the life itself of music making. □

Viardo Piano Competition

The 2007 Viardo International Piano Competition will be held September 14-16 in Dallas, Texas. The junior category (ages 12-17) first-place winner will receive a \$1,000 prize and the senior category (ages 18 and older) first-place pianist will receive a \$4,000 prize. Application deadline is July 30. Music other than standard repertoire has to be approved by the competition committee. (www.vviardo.com)

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Jerome Rose



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From: Burkardsmaier, Heiko [mailto:h.burkardsmaier@euroarts.com]
Sent: Tuesday, September 25, 2007 9:42 AM
To: info@mediciclassics.com
Subject: AW: Medici Arts / Medici Masters[virus checked]

Dear Mrs. Kedersha,

I would like to come back to my earlier e-mails dated August 3rd and Sept 5th and ask if Mr. Rose already had a chance to read our letter

We would really appreciate to get his feeedback on our letter.

Thanks & kind regards,

Heiko Burkardsmaier
General Counsel
EuroArts Medien GmbH
Teckstrasse 64
70190 Stuttgart

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FAX +49 (0) 711/26876-43
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Von: Burkardsmaier, Heiko
Gesendet: Mittwoch, 5. September 2007 11:34
An: 'info@mediciclassics.com'
Betreff: AW: Medici Arts / Medici Masters[virus checked]

Dear Mrs. Kedersha,

I would like to come back to my earlier e-mail dated August 3rd and ask if Mr. Rose already had a chance to read our letter

Thanks & kind regards,

Heiko Burkardsmaier
General Counsel
EuroArts Medien GmbH
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Von: Medici Classics [mailto:info@mediciclassics.com]
Gesendet: Freitag, 3. August 2007 17:01
An: Burkardsmaier, Heiko
Betreff: re: Medici Arts / Medici Masters[virus checked]

Dear Mr. Burkardsmaier:

We are in receipt of your email to Jerome Rose regarding Medici. Mr. Rose is currently away on tour and will not return to New York until September. He is unable therefore to answer your email properly until he returns to New York. If it requires an answer prior to September we will contact our attorney to be in touch with you.

Sincerely,
Julie Kedersha
Medici Classics

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To: <info@mediciclassics.com>
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Dear Mr. Rose,

We refer to the telephone conversation between our Mr. John Patrick and you in June.

We would like to know, as to whether you have any objections against the use of the designation MEDICI ARTS and MEDICI MASTERS in the US for DVDs, CD's and other audio and audiovisual media and/or the conception and/or production of image and/or sound recordings of films and concerts. You will find information about our company at www.euroarts.com.

It is our understanding that our companies are acting in different business fields and that there is no overlap between our goods and services. Nevertheless, we kindly request your reply whether an agreement between our entities is possible in order to exclude any conflicts. We look forward to hearing from you. Please also feel free to call me, if you prefer to have a telephone conversation.

This inquiry and this letter is without prejudice, and we do not waive any rights or acknowledge any rights with this letter.

Yours sincerely,

Heiko Burkardsmaier
General Counsel
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70190 Stuttgart

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bainton@baintonlaw.com

VIA E-MAIL

Heiko Burkardsmaier, Esq.
General Counsel
EuroArts Medien GmbH
Teckstarsse 64
Stuttgart, 70190
Germany

Re: Medici Classics Productions LLC v. Medici Group LLC

Dear Mr. Burkardsmaier:

We are the attorneys for Medici Classics Productions LLC ("Medici Classics Productions"), a New York limited liability company. We have been asked to respond to your e-mail dated August 3, 2007, to Mr. Jerome Rose, the managing member of Medici Classics Productions.

Our client has used the trademark "Medici Classics Productions" since September 30, 2003, in connection with the creation, production, advertisement and sale of CDs, videotapes, laser disks and DVDs featuring performances of classical music. Applications for registration of its trademark have been pending for some time in both the United States and European Union. Its catalogue of classical music performances has been internationally available since 2003 at www.mediciclassics.com.

Frankly, before receipt of your e-mail, Medici Classics Productions had never heard of Medici Group LLC, which we understand is a Delaware limited liability company. According to published reports, Medici Group LLC is the holding company for an entity having "Medici Arts" as a substantial part of its name. That entity has a website at www.medicarts.co.uk. On that website Medici Arts describes itself as "a producer and distributor of music and arts related audiovisual programs." In a different section of the website, it offers recordings of performances of classical music under three separate collections, one of which is entitled "Medici Masters."



It seems quite clear to us that "Medici Masters" and "Medici Group" when used in connection with any of the creation, production, advertisement or sale of recordings of performances of classical music infringes our client's trademark, Medici Classics Productions. Given that Medici Classics Productions' use of its trademark was so easily discoverable on the internet, such infringement seems necessarily willful.

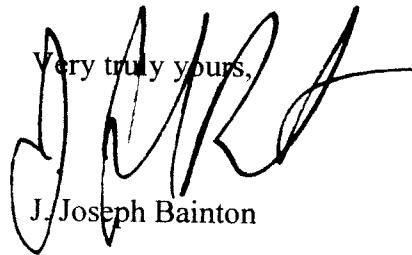
According to your Company's website, which you invited Mr. Rose to review, your company is also wholly owned by the Medici Group LLC. Unlike the website of your affiliate, Medici Arts, nothing on your company's website suggests past infringement of our client's trademark.

So, armed with 30 years of experience in intellectual property litigation and at least an average amount of skepticism, I cannot help but suspect that your company has been asked by its owner to obtain our client's unwitting consent to past trademark infringements by your company's affiliate, Medici Arts.

So, in response to your e-mail, let us say two things. First, Medici Classics Productions does not consent to your company's future infringements of its trademark. Second, Medici Classics Productions objects in the strongest possible terms to the past infringements of its trademark by the Medici Group LLC and its wholly-owned affiliate, Medici Arts, and demands that all such infringements immediately cease and desist. In addition, Medici Classics Productions demands that Medici Group LLC and Medici Arts tender their profits from their willful copying of our client's trademark.

In closing, we ask one small professional courtesy. Would you please either acknowledge that you are the appropriate person with whom we should be communicating about the past and future unlawful conduct of Medici Group LLC and Medici Arts, or, alternatively, provide us with the name of that individual.

With best regards, I am,


Very truly yours,
J. Joseph Bainton

cc: Mr. Jerome Rose

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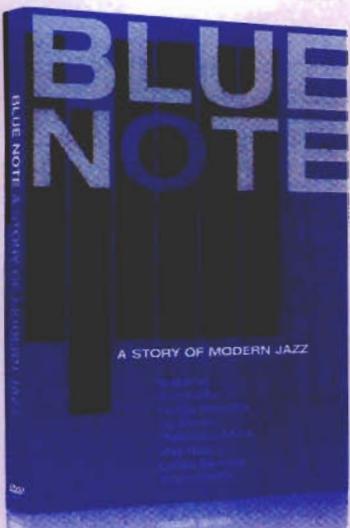
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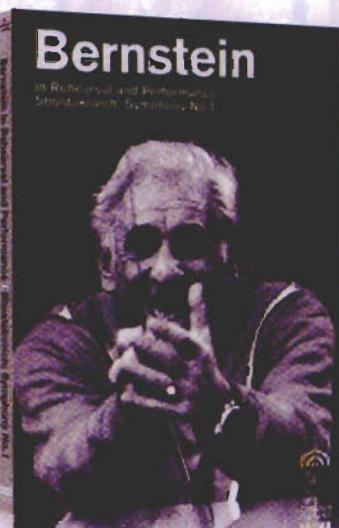
"I have never heard a more thrilling performance"

The Independent



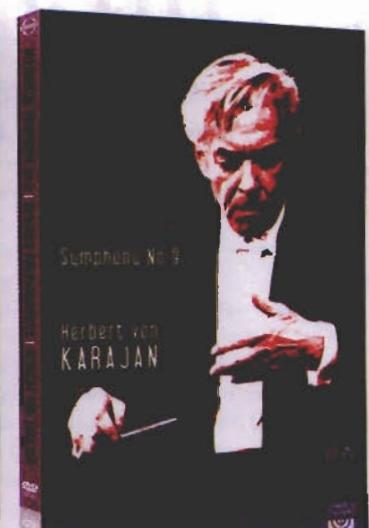
LEONARD BERNSTEIN

IN REHEARSAL AND
PERFORMANCE
Shostakovich : Symphony N°1



HERBERT VON KARAJAN

BERLIN PHILHARMONIC
Beethoven : Symphonie N°9



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From 30th April 2008



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MICHAEL H. STEINHARDT
650 MADISON AVENUE, NEW YORK, NEW YORK 10022
TELEPHONE (212) 371-7300 FAX (212) 371-3241

December 7, 2000

President William Jefferson Clinton
The White House
1600 Pennsylvania Avenue
Washington, D.C.

Dear Mr. President,

I think you may remember me as one of your earliest national supporters. We met when I was chairman of both the Democratic Leadership Council and the Progressive Policy Institute, positions that I held until my resignation in 1995. I became involved in the political world in the mid 80's primarily because of my interest in "ideas", and the DLC best represented where I thought I was on the political continuum. But when ideas and human judgments seemingly led in different directions I stepped away. I recently revisited that period with Al From, and I am not sure I would make that same decision.

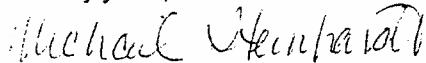
Invariably, life is filled with conflictual judgements and none of us escapes unscathed. I am writing this letter, Mr. President, to appeal to you on behalf of my friend, Mr. Marc Rich, who, I think, has been punished enough. While there remains controversy as to the facts surrounding Marc Rich's indictment in the early 1980's, there's no doubt that he was a successful person both, before and after, that horrific experience. He has continuously been successful in business. He's a responsible parent, grandparent, and son, as well as an unusually philanthropic individual throughout his life. Aside from this one experience, Marc has led a totally admirable life.

It would not be possible to recreate the circumstances surrounding a highly complicated series of facts occurring over a long period in the early 1980's. The people are no longer there, the attitudes have changed, and even many of the laws have changed. For Marc Rich, whose personal life has already been burdened by the profound constraints imposed by the circumstances of this case punishment, have been in some ways severe. He could not properly mourn his daughter. He could not live with his children or grandchildren. He has suffered more than most. As in his mid 60's, there is nothing that would be more important to him than to return to the United States of America and to live in peace.

Mr. President, I have known Marc for more than twenty-five years. I assure you that Marc Rich's moral and ethical standards amply justify your consideration of his pardon, so that in his remaining years he could fulfill his highest aspirations, which will make all of us, as Americans, proud.

Thank you very much.

Sincerely yours,



Michael Steinhardt



The United States of America



CERTIFICATE OF REGISTRATION PRINCIPAL REGISTER

The Mark shown in this certificate has been registered in the United States Patent and Trademark Office to the named registrant.

The records of the United States Patent and Trademark Office show that an application for registration of the Mark shown in this Certificate was filed in the Office; that the application was examined and determined to be in compliance with the requirements of the law and with the regulations prescribed by the Director of the United States Patent and Trademark Office; and that the Applicant is entitled to registration of the Mark under the Trademark Act of 1946, as Amended.

A copy of the Mark and pertinent data from the application are part of this certificate.

To avoid CANCELLATION of the registration, the owner of the registration must submit a declaration of continued use or excusable non-use between the fifth and sixth years after the registration date. (See next page for more information.) Assuming such a declaration is properly filed, the registration will remain in force for ten (10) years, unless terminated by an order of the Commissioner for Trademarks or a federal court. (See next page for information on maintenance requirements for successive ten-year periods.)



Director of the United States Patent and Trademark Office



PLAINTIFF'S
EXHIBIT
51

Int. Cl.: 9

Prior U.S. Cls.: 21, 23, 26, 36 and 38

United States Patent and Trademark Office

Reg. No. 3,372,195
Registered Jan. 22, 2008

**TRADEMARK
PRINCIPAL REGISTER**

MEDICI CLASSICS PRODUCTIONS

**JEROME ROSE (UNITED STATES INDIVIDUAL)
SUITE 1B
229 WEST 97TH STREET
NEW YORK, NY 10025**

FOR: PRE-RECORDED CDS, VIDEO TAPES, LASER DISKS AND DVDS FEATURING CLASSICAL MUSIC, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 9-30-2003; IN COMMERCE 9-30-2003.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PARTICULAR FONT, STYLE, SIZE, OR COLOR.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "CLASSICS PRODUCTIONS", APART FROM THE MARK AS SHOWN.

SER. NO. 77-181,322, FILED 5-15-2007.

REBECCA SMITH, EXAMINING ATTORNEY

REQUIREMENTS TO MAINTAIN YOUR FEDERAL TRADEMARK REGISTRATION

Requirements in the First Ten Years*

What and When to File:

- **First Filing:** A Declaration of Continued Use (or Excusable Non-use), filed between the 5th and 6th years after the registration date. (*See 15 U.S.C. §1058; 37 C.F.R. §2.161.*)
- **Second Filing:** A Declaration of Continued Use (or Excusable Non-use) and an Application for Renewal, filed between the 9th and 10th years after the registration date. (*See 15 U.S.C. §1058 and §1059; 37 C.F.R. §2.161 and 2.183.*)

Requirements in Successive Ten-Year Periods*

What and When to File:

- A Declaration of Continued Use (or Excusable Non-use) and an Application for Renewal, filed between each 9th and 10th-year period after the date when the first ten-year period ends. (*See 15 U.S.C. §1058 and §1059; 37 C.F.R. §2.161 and 2.183.*)

Grace Period Filings*

There is a six-month grace period for filing the documents listed above, with payment of an additional fee.

The U.S. Patent and Trademark Office (USPTO) will NOT send you any future notice or reminder of these filing requirements. Therefore, you should contact the USPTO approximately one year prior to the deadlines set forth above to determine the requirements and fees for submission of the required filings.

NOTE: Electronic forms for the above documents, as well as information regarding current filing requirements and fees, are available online at the USPTO web site:

www.uspto.gov

**YOUR REGISTRATION WILL BE CANCELLED IF YOU DO NOT
FILE THE DOCUMENTS IDENTIFIED ABOVE DURING THE
SPECIFIED TIME PERIODS.**

*Exception for the Extensions of Protection under the Madrid Protocol:

The holder of an international registration with an extension of protection to the United States must file, under slightly different time periods, a Declaration of Continued Use (or Excusable Non-use) at the USPTO. *See 15 U.S.C. §1141k; 37 C.F.R. §7.36.* The renewal of an international registration, however, must be filed at the International Bureau of the World Intellectual Property Organization, under Article 7 of the Madrid Protocol. *See 15 U.S.C. §1141j; 37 C.F.R. §7.41.*





26 BROADWAY
SUITE 2400
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April 25, 2008

J. JOSEPH BAINTON
(212) 480-2529
bainton@baintonlaw.com

VIA FACSIMILE

Daniel J. Kornstein, Esq.
Kornstein Veissz Wexler & Pollard, LLP
757 Third Avenue
New York, New York 10017

Re: Medici Classics Productions LLC v. Medici Group LLC, et al.

Dear Dan:

The Postman delivered your April 23, 2008 letter and its December 20, 2007 enclosure yesterday. Having not heard from you earlier, we initiated our own inquiries relating to what we believe to be infringing sales by third-parties of Medici branded recordings. We have already sent Dan Sparaco courtesy copies via e-mail of notice of issuance of various subpoenas.

I frankly was under the impression that you were going to provide considerably more detailed information, but perhaps I should have made my expectations about jurisdictional discovery clearer. In any event, I would appreciate receiving the following information.

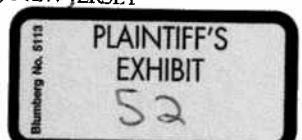
Private Placement Memoranda Relating to Medici Branded Recordings

While I have a fundamental grasp of the nature of a holding company, I point out that such status does not in and of itself determine liability for either contributory trademark infringement or direct infringement. *Banff Ltd. v. Limited, Inc.*, 869 F. Supp. 1103 (S.D.N.Y. 1994) (explaining that traditional *alter ego* liability concepts have no application to Lanham Act liability). As I told you at the end of last year, our client perceives a global business plan to market recordings of classical music under its Medici mark. There is ample evidence in the public press to support this inference, including for example the remarks attributed to Tom Baer ("an executive producer of EuroArts") appearing in a *New York Times* article on February 7, 2008, relating to a recording (whose packaging bears a "Medici Arts" trademark) of the New York Philharmonic that is currently being sold both in brick and mortar stores in New York City and to New York residents via the internet.

STAMFORD, CONNECTICUT

CENTRAL ISLIP, NEW YORK

NEWARK, NEW JERSEY



Daniel J. Kornstein, Esq.
 April 25, 2008
 Page 2

At the recent conference before Judge Holwell, Dan Sparaco suggested that Medici Group LLC “just raises money from investors” that it then invests in its operating subsidiaries. It is reasonable to assume that either Medici Group LLC or Medici Arts, LLC¹ (or both) provided investors and potential investors with a writing such as a private placement memorandum that explains its business plan and the role that the “Medici Masters,” “Medici Arts” and “Medici TV” trademarks play in that plan. We would like to see all such documents created within the last 24 months and are obviously happy to agree to any reasonable form of protective order.

EuroArts Medien GmbH/EuroArts Music (North America)

On page three of the enclosure to your letter is listed EuroArts Medien GmbH. That company has a website located at www.euroarts.com. On the main page of that website is a “Contact” section. When one clicks on “Contact” a page appears that contains a great deal of contact information (presumably hence the name). Among that information (at the bottom of the page) appears “EuroArts Music (North America),” Tom Baer’s name and the Madison Avenue address at which process in this action was originally served.

You have told us that Defendant “Medici Group Euroarts” does not exist. Could you please tell us if “EuroArts Music (North America)” is a distinct juridical entity or simply a division of EuroArts Medien GmbH?

Retail Sales of Medici Branded Recordings

As you likely inferred from yesterday’s subpoenas, we have marshaled evidence of “brick and mortar” sales within the City of New York of recordings bearing either a “Medici Masters” or a “Medici Arts” trademark. These retailers are obviously amenable to suit in New York.

Internet Sales of Medici Branded Recordings

We also have marshaled evidence of internet sales of allegedly infringing recordings to New York City residents. Such sales subject the persons of internet sellers to the jurisdiction of New York Courts. *Pearson Education, Inc. v. Yi Shi, d/b/a CollegeSolutions*, 525 F. Supp 2nd 551 (S.D.N.Y 2007) (collecting cases on *in personam* jurisdiction based upon internet sales to New York residents).

It strikes us as reasonably obvious that retail sellers such as The New York Philharmonic Orchestra or Naxos did not themselves apply an allegedly infringing Medici mark to the packaging of the recordings they sold. So, can you tell us which Medici Group LLC company or companies applied the allegedly infringing marks to the packaging of goods ultimately sold to New York City residents via either the internet or, for example, in the gift shop at Lincoln Center?

¹ For purposes of this litigation, may we ignore the existence of Medici Arts, B.V.?

Daniel J. Kornstein, Esq.
April 25, 2008
Page 3

Also, are the Medici Group entities that applied the allegedly infringing marks the same companies that sold such trademarked goods to retail sellers such as Naxos or J&R Music? If not, what is the chain of title looking backward from retail sellers such as amazon.com or Naxos?

Will you agree to produce any distribution agreements between one or more Medici Group LLC companies and these retail sellers and/or their suppliers?

Last, but certainly not least, is the topic of internet sales to New York residents by one or more Medici Group LLC company. We know of such sales from the EuroArts website whose address is stated above. Please produce records relating to all internet sales by any Medici Group LLC company to New York State residents.

Depositions of Mr. Walston and Mr. Baer

As Judge Haight's opinion in *Banff Ltd.* makes clear, a parent company's liability for alleged Lanham Act violations does not turn on the application of traditional *alter ego* law. While we believe that Medici Group LLC's written explanation(s) of its activities to its investors and potential investors is likely to be relevant to assessment of its liability for Lanham Act violations and in turn amenability to suit in New York based upon sales of infringing recordings, a deposition by a knowledgeable member remains in our view essential.

I want to make plain that if investment or borrowed funds relating to a business that exploits (or plans to exploit) any Medici mark (including various permutations of "Medici TV") were obtained or sought -- not by Medici Group LLC -- but rather by one or more of its affiliates, we hereby make inquiry about the activities of such affiliates as well.

Based upon remarks attributed to Tom Baer during 2008 by news sources such as the *New York Times*, it appears that he may be in a position to address these issues. As you know, Mr. Baer has for many years maintained offices on Madison Avenue where process in this action was originally served and so deposing him may be more convenient than deposing Mr. Walston, whom you tell me resides in California. I recognize that your client has the right to designate its own spokesperson. Should it not designate Mr. Baer, we nonetheless intend to depose him and therefore would appreciate anything you could do to facilitate this deposition.

Amendment of Complaint and Schedule

Your letter concludes by asking how we would like to proceed. The short answer is that we would like to complete the jurisdictional discovery outlined above as quickly as possible and then shortly thereafter serve an amended complaint, which remains our right to do. I allow for the possibility that we may have named the wrong Medici Group LLC defendant – or more likely – not named all that we should have. As noted above, we certainly intend to join all the persons from which or whom we have subpoenaed records unless they very promptly comply with our cease and desist letters (of which we also sent Dan copies).

Daniel J. Kornstein, Esq.
April 25, 2008
Page 4

The addition of new defendants that may be represented by a law firm other than yours logically may impact the existing schedule. You might also want to re-consider what I respectfully perceive to be your misplaced reliance on traditional alter ego law in assessing the amenability to suit in New York of Medici Group LLC based upon alleged Lanham Act violations.

I hope that we can agree that once we have the benefit of the answers to the jurisdictional questions outlined above, we can have a more informed conversation about which Medici Group LLC company or companies should be defendants in this action assuming *arguendo* that the sales of recordings of performances of classical music to New York residents bearing any of a "Medici Arts," "Medici Masters" or "Medici TV" trademark violates the Lanham Act.

Finally, thank you for your kind gift of *Partial Verdicts*. I particularly enjoyed the chapter on Justice Douglas for reasons that are too complicated to explain here. The whole book is great.

With best personal regards, I am,

Cordially yours,

J. Joseph Bainton

cc: Daniel J. Sparaco, Esq. (via e-mail)

KORNSTEIN VEISZ WEXLER & POLLARD, LLP

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TELECOPIER (212) 526-3640
WWW.KVWP.NET

Daniel J. Kornstein
WRITER'S DIRECT DIAL NO.: (212) 419-8610
WRITER'S E-MAIL ADDRESS: dkornstein@kywinmail.com

May 6, 2008

BY FAX AND E-MAIL

J. Joseph Bainton, Esq.
Bainton McCarthy LLC
26 Broadway, Suite 2400
New York, New York 10004-1840

Re: Medici Classics Productions LLC
v. Medici Group LLC

Dear Joe:

I have received your April 25, 2008 letter, as well as your "cease and desist" letters and third-party subpoenas. I write to provide immediately what information I have responsive to your requests.

We regard the "cease and desist" letters sent by you to third parties as improper harassment and a tortious interference with our clients' contracts and business relations with these entities. Our clients will hold your client responsible for any resulting harm. We insist that you withdraw these "cease and desist" letters immediately.

The purpose of the limited jurisdictional discovery authorized by Judge Holwell was to identify the entities relevant to plaintiff's suit and their jurisdictional status. Our April 23 letter to you, enclosing a detailed organizational chart, was meant to expedite this effort. On that chart we identified two entities that produce the products at issue -- EuroArts Music International and Ideale Audience. (The latter owns and operates medici.tv.) A third entity listed on the organizational chart, Medici Arts Limited, is based in the United Kingdom and owns and

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Received May-06-2008 17:31

From-212 826 3674

To-Bainton McCarthy LLC Page 002



KORNSTEIN VEISZ WEXLER & POLLARD, LLP

J. Joseph Bainton, Esq.
May 6, 2008
Page 2

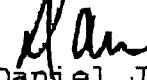
operates mediciarts.co.uk, which distributes "Medici Masters" products on-line.

In response to the requests in your letter, we are informed that:

1. Private Placement Memoranda: there are none.
2. EuroArts Music (North America): There is no such entity that we are aware of. It is a short-hand reference to Tom Baer's occasional role acting as a consultant on behalf of EuroArts Music International. The other entity you asked about, EuroArts Medien GmbH, is a holding company that owns EuroArts Music International, which we identified in our April 23 letter. Tom Baer is not an employee of Medici Group LLC or of EuroArts Music International, nor is he an employee of any other entity affiliated with Medici Group, LLC.
3. Retail Sales: I have attached retail sales figures in the United States for CDs through September 2007, and will provide additional figures as they become available. Our April 23 letter details entities that control the production and distribution of Medici Masters CDs and DVDs.
4. Depositions: Medici Group, LLC designates Rob Walston as its deposition witness on jurisdictional issues. A California resident, he will be available to be deposed in New York only on Wednesday, May 21. As agreed before Judge Holwell on March 14, 2008, plaintiff will not serve Mr. Walston with any litigation papers or process while he is in New York for this deposition.

Regards.

Sincerely,


Daniel J. Kornstein

DJK:ds
Enclosure

Medici Masters Series

	Total Shipped to US (paid for)	Total Sold
MM1 05/07		
MM001-2	585	60
MM002-2	495	84
MM003-2	495	60
MM004-2	585	64
TOTAL	2160	268
MM2 07/07		
MM005-2	450	182
MM006-2	450	154
MM007-2	450	177
MM008-2	450	172
TOTAL	1800	685
MM3 09/07		
MM009-2	600	9
MM010-2	600	10
MM011-2	600	13
MM012-2	600	12
MM013-2	600	13
MM014-2	600	16
TOTAL	3600	73
MM4 10/07		
MM015-2	0	0
MM016-2	0	0
MM017-2	0	0
MM018-2	0	0
MM019-2	0	0
MM020-2	0	0
TOTAL	0	0
TOTAL	7560	1026

Mark D. Wessel

From: J. Joseph Bainton
Sent: Thursday, May 29, 2008 12:17 PM
To: Daniel Kornstein; Mark D. Wessel
Subject: RE: Medici

Dan,

We disagree. The time is now too short to resolve this before our papers are due Monday.

You should therefore expect to see this email exchange as part of our papers.

Since Mr. Walston and Medici Group did what he testified they did in respect of Exhibit 18 after commencement of this action, we think the record as is supports jurisdiction. That said, we also believe the Court is free to speculate about what the power point says about "one company, one voice, etc."

If you wish to eliminate this issue by showing the power point to me with an "attorneys eyes only" designation that is fine with me.

Joe

-----Original Message-----

From: "Daniel Kornstein" <dkornstein@kvwmail.com>
To: "J. Joseph Bainton" <Bainton@BaintonLaw.com>
Sent: 5/29/08 11:27 AM
Subject: Medici

Joe:

We received this morning a copy of the proprietary and confidential powerpoint presentation referred to by Robert Walston at his May 21 deposition and which you have asked us to produce in connection with jurisdictional discovery. We have reviewed the document and believe it is not relevant to the issue of personal jurisdiction over Media Group LLC or Mr. Walston, and therefore we decline to produce it at this time. If you disagree with our position, we would be willing to have either Magistrate Judge Dollinger or Judge Holwell review the document in camera and decide if it must be produced (of course subject to a confidentiality order).

Best,

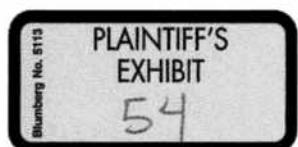
Dan

Daniel J. Kornstein, Esq.

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New York, NY 10017



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Mark D. Wessel

From: J. Joseph Bainton
Sent: Saturday, May 31, 2008 5:21 PM
To: Mark D. Wessel
Subject: RE: Crown / Lara and Medici

Mark,

Here is the brief. Please clean it up and fill in missing exhibit numbers, which consist of the "new ones" I gave you on Friday. You need to add all the correspondence between Kornstein and me, starting with my request for offering memo; his letter than none exist; the e-mail exchanges regarding "where is Power Point," and concluding with his e-mail that he will not produce it. I will resend some of those e-mails.

Joe

J. Joseph Bainton
Bainton McCarthy LLC
26 Broadway
New York, NY 10004-1840
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Facsimile (212) 480-9557
Mobile (917) 612-0831

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From: Mark D. Wessel
Sent: Friday, May 30, 2008 6:12 PM
To: J. Joseph Bainton
Subject: Crown / Lara and Medici

Joe,

If you need anything done before Monday shoot me an email.

-Mark


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[Home](#) > [Labels](#) >

 Results per Page: 25

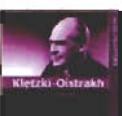
Page: [1]

Label : Medici Classics (Formerly Monarch)

 Sort by: [Title A-Z](#) [Price](#) [Release Date](#) [Catalog Number](#)

1.	Beethoven: Symphony No 4; Mozart: Symphony No 41	CD \$15.99
	Release Date: 01/29/2008 Label: Medici Classics (Formerly Monarch) Catalog: MM019-2 Composer: Ludwig van Beethoven, Wolfgang Amadeus Mozart Conductor: Sir Adrian Boult Orchestra/Ensemble: London Philharmonic Orchestra	<input type="button" value="Add to Cart"/> Back Order
2.	Beethoven: The Last Three Sonatas / Jerome Rose	CD \$11.99
	Release Date: 11/26/2002 Label: Medici Classics (Formerly Monarch) Catalog: 2001 Number of Discs: 1 Composer: Ludwig van Beethoven Performer: Jerome Rose	<input type="button" value="Add to Cart"/> In Stock
3.	Brahms: Sonata No 3, Handel Variations / Jerome Rose	CD \$11.99
	Release Date: 06/27/2006 Label: Medici Classics (Formerly Monarch) Catalog: 30102 Number of Discs: 1 Composer: Johannes Brahms Performer: Jerome Rose	<input type="button" value="Add to Cart"/> In Stock
4.	Chopin: Ballades, Fantaisie / Jerome Rose	CD \$11.99
	Release Date: 01/21/2003 Label: Medici Classics (Formerly Monarch) Catalog: 2005 Number of Discs: 1 Composer: Frédéric Chopin Performer: Jerome Rose	<input type="button" value="Add to Cart"/> In Stock
5.	Jerome Rose Plays Chopin Live In Concert	DVD \$21.99
	Release Date: 07/10/2007 Label: Medici Classics (Formerly Monarch) Catalog: 50019 Composer: Frédéric Chopin Performer: Jerome Rose	<input type="button" value="Add to Cart"/> In Stock
6.	Jerome Rose Plays Liszt - Sonata In B Minor, Etc	CD \$11.99
	Release Date: 11/30/2004 Label: Medici Classics (Formerly Monarch) Catalog: 3009 Number of Discs: 1 Composer: Franz Liszt Performer: Jerome Rose	<input type="button" value="Add to Cart"/> In Stock
7.	Liszt: Années De Pèlerinage / Jerome Rose	CD \$33.99
	Release Date: 10/31/2006 Label: Medici Classics (Formerly Monarch) Catalog: 40012 Number of Discs: 3 Composer: Franz Liszt Performer: Jerome Rose	<input type="button" value="Add to Cart"/> In Stock
8.	Liszt: Transcendental Etudes / Jerome Rose	CD \$11.99
	Release Date: 02/25/2003 Label: Medici Classics (Formerly Monarch) Catalog: 2003 Number of Discs: 1 Composer: Franz Liszt Performer: Jerome Rose	<input type="button" value="Add to Cart"/> In Stock



9.		Rose Plays Liszt / Jerome Rose, Rico Saccani, Budapest Po	CD \$11.99
		Release Date: 02/25/2003 Label: Medici Classics (Formerly Monarch) Catalog: 2002	Add to Cart
		Number of Discs: 1	In Stock
		Composer: Franz Liszt	
		Performer: Jerome Rose	
		Conductor: Rico Saccani	
		Orchestra/Ensemble: Budapest Philharmonic Orchestra	
10.		Schubert: The Three Posthumous Sonatas, Etc / Jerome Rose	CD \$11.99
		Release Date: 09/30/2003 Label: Medici Classics (Formerly Monarch) Catalog: 3007	Add to Cart
		Number of Discs: 2	In Stock
		Composer: Franz Schubert	
		Performer: Jerome Rose	
11.		Schumann: Davidsbündlertänze, Kreisleriana / Jerome Rose	CD \$11.99
		Release Date: 01/21/2003 Label: Medici Classics (Formerly Monarch) Catalog: 2006	Add to Cart
		Number of Discs: 1	In Stock
		Composer: Robert Schumann	
		Performer: Jerome Rose	
12.		Schumann: The Complete Piano Sonatas / Jerome Rose	CD \$11.99
		Release Date: 11/26/2002 Label: Medici Classics (Formerly Monarch) Catalog: 2004	Add to Cart
		Number of Discs: 1	Low Stock
		Composer: Robert Schumann	
		Performer: Jerome Rose	
13.		Scubert: Die Winterreise / Jon Frederic West, Jerome Rose	CD \$11.99
		Release Date: 09/28/2004 Label: Medici Classics (Formerly Monarch) Catalog: 3008	Add to Cart
		Number of Discs: 1	In Stock
		Composer: Franz Schubert	
		Performer: Jon Frederick West, Jerome Rose	
14.		Stravinsky: Violin Concerto; Le Sacre; Bartók: Divertimento	CD \$15.99
		Release Date: 01/29/2008 Label: Medici Classics (Formerly Monarch)	Add to Cart
		Catalog: MM020-2	Back Order
		Composer: Igor Stravinsky	
		Performer: Arthur Grumiaux	
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